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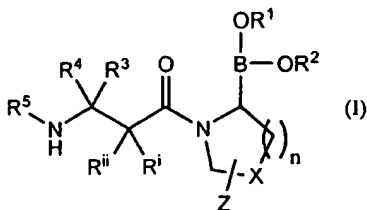
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(54) Title: HETEROCYCLIC BORONIC ACID COMPOUNDS



(57) Abstract: Dipeptidyl peptidase IV (DPP-IV)-inhibiting compounds are provided that have formula I: wherein n is 1 to 3; X is CH<sub>2</sub>; S; O; CF<sub>2</sub> or C (CH<sub>3</sub>)<sub>2</sub>; Z is H; halogen; hydroxyl; (C<sub>1-6</sub>)alkoxy; (C<sub>1-12</sub>)alkyl; (C<sub>3-12</sub>)cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl; and optionally, one of the bonds in the ring containing X is a double bond; and Cr<sup>ii</sup>, R<sup>1</sup>, R<sup>1</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are as described herein. Methods for preparing these compounds, and methods for treating diabetes, especially Type II diabetes, and other related diseases are described using the compounds of formula I in

pharmaceutical compositions which contain these compounds. Pharmaceutical compositions which contain combinations of these compounds with other antidiabetic agents are also described herein.

## HETEROCYCLIC BORONIC ACID COMPOUNDS

### FIELD OF THE INVENTION

**[0001]** The present invention relates to boronic acid compounds and their use as inhibitors of post-proline/alanine cleaving amino-dipeptidases. The invention also relates to methods of employing such inhibitors, alone or with another therapeutic agent, to treating DPP-IV-related diseases, such as Type II diabetes and diabetic complications, hyperglycemia, Syndrome X, hyperinsulinemia, obesity, atherosclerosis and related diseases, as well as various immunomodulatory diseases and chronic inflammatory bowel disease. Thus, the invention has applications in the medicinal chemical, pharmacological, and medical arts.

### BACKGROUND OF THE INVENTION

**[0002]** The following background commentary is an aid to in understanding the present invention. Inclusion of this commentary is not an admission concerning the nature or content of the prior art.

**[0003]** Dipeptidyl peptidase-IV (DPP-IV) is a serine protease that belongs to a group of post-proline/alanine cleaving amino-dipeptidases. DPP-IV catalyzes the release of an N-terminal dipeptide only from proteins with N-terminal penultimate proline or alanine.

**[0004]** The physiological role of DPP-IV has not been established fully. It is believed to play an important role in neuropeptide metabolism, T-cell activation, gastric ulceration, functional dyspepsia, obesity, appetite regulation, impaired fasting glucose (IFG), and diabetes. In particular, DPP-IV has been implicated in the control of glucose metabolism because its substrates include the insulinotropic hormones, glucagon like peptide-1 (GLP-1) and gastric inhibitory peptide (GIP), which are inactivated by removal of their two N-terminal amino acids.

**[0005]** In vivo administration of synthetic inhibitors of DPP-IV prevents N-terminal degradation of GLP-1 and GIP, resulting in higher plasma concentrations of these hormones, increased insulin secretion and, therefore, improved glucose tolerance.

Therefore, such inhibitors have been proposed for the treatment of patients with type II diabetes, a disease characterized by decreased glucose tolerance and insulin resistance.

[0006] Post-proline/alanine cleaving amino-dipeptidases have been discovered, including DPP7, DPP8, DPP9, and fibroblast activation protein (FAP), that have the substrate- and inhibitor-specificity of DPP-IV. Thus, inhibitors of this sort may affect multiple members of the enzyme group. The precise physiological role of each of these post-proline/alanine cleaving enzymes is not well defined. Consequently, inhibiting each of them separately, a subset of them, or all of them at the same time would have uncertain physiological effect(s).

[0007] Diabetic dyslipidemia is characterized by multiple lipoprotein defects, including moderately high serum levels of cholesterol and triglycerides, small LDL particles, and low levels of HDL cholesterol. The results of recent clinical trials reveal beneficial effects of cholesterol-lowering therapy in diabetic and nondiabetic patients, thus supporting increased emphasis on treatment of diabetic dyslipidemia. This need for intensive treatment of diabetic dyslipidemia was advocated by the National Cholesterol Education Program's Adult Treatment Panel III.

[0008] Obesity is a well-known risk factor for the development of many very common diseases such as atherosclerosis, hypertension and diabetes. The incidence of obese people and thereby also these diseases is increasing throughout the entire industrialized world. Except for exercise, diet and food restriction no convincing pharmacological treatment for reducing body weight effectively and acceptably currently exist. However, due to its indirect but important effect as a risk factor in mortal and common diseases it will be important to find treatment for obesity or appetite regulation. Even mild obesity increases the risk for premature death, diabetes, hypertension, atherosclerosis, gallbladder disease and certain types of cancer. In the industrialized western world the prevalence of obesity has increased significantly in the past few decades. Because of the high prevalence of obesity and its health consequences, its prevention and treatment should be a high public health priority.

[0009] At present a variety of techniques are available to effect initial weight loss. Unfortunately, initial weight loss is not an optimal therapeutic goal. Rather, the problem is that most obese patients eventually regain their weight. An effective means to establish and/or sustain weight loss is the major challenge in the treatment of obesity today.

[0010] Accordingly, a need exists for compounds that are useful for inhibiting DPP-IV without suppressing the immune system.

[0011] Several compounds have been shown to inhibit DPP-IV, but all of these have limitations in relation to the potency, stability, selectivity, toxicity, and/or pharmacodynamic properties. Such compounds have been disclosed, for example, in WO 98/19998, WO 00/34241, U.S. patent No. 6,124,305 (Novartis AG), and WO 99/38501 (Trustees of Tufts University).

#### **SUMMARY OF THE INVENTION**

[0012] The present invention provides DPP-IV inhibitors that are effective in treating conditions that may be regulated or normalized by inhibition of DPP-IV. More particularly, the invention relates to boronic acid-containing heterocycles and their derivatives that inhibit DPP-IV, and to methods for making such compounds. In addition, the invention provides pharmaceutical compositions comprising compounds of the invention, and combinations thereof including one or more other types of antidiabetic agents; methods for inhibiting DPP-IV comprising administering to a patient in need of such treatment a therapeutically effective amount thereof; and compounds for use as a pharmaceutical, and their use in a process for the preparation of a medicament for treating a condition that are regulated or normalized via inhibition of DPP-IV.

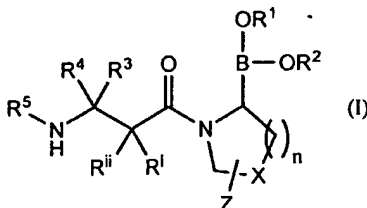
#### **BRIEF DESCRIPTION OF THE DRAWING**

[0013] FIG. 1 shows the pH dependence of the percentage of linear and cyclic isomeric forms present in aqueous solution of a compound of the invention.



## DETAILED DESCRIPTION OF THE INVENTION

**[0014]** The present invention provides compounds of formula I:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

**n is 1 to 3;**

X is CH<sub>2</sub>; S; O; CF<sub>2</sub> or C(CH<sub>3</sub>)<sub>2</sub>;

Z is H; halogen; hydroxyl; (C<sub>1-6</sub>)alkoxy; (C<sub>1-12</sub>)alkyl; (C<sub>3-12</sub>)cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl;

and

optionally, one of the bonds in the ring containing X is a double bond;

R<sup>1</sup> and R<sup>2</sup> independently or together are hydrogen; a boronic acid protecting group; or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids;

CR<sup>i</sup>R<sup>ii</sup> may be present or absent, wherein if CR<sup>i</sup>R<sup>ii</sup> is present, then R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are selected from (aa), (bb) or (cc):

(aa)  $R^i, R^{ii}, R^3$  and  $R^4$  are hydrogen; and

 $\mathbb{R}^5$  is

a) hydrogen;

**b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)**

cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ; -SOR<sup>8</sup>; -SO<sub>2</sub>R<sup>8</sup>; -COR<sup>8</sup>; -CO<sub>2</sub>R<sup>8</sup>; -CONHR<sup>8</sup>; -CON(R<sup>8</sup>)<sub>2</sub>; -OR<sup>8</sup>; or -S-R<sup>8</sup>;

$R^7$  is halogen; (C<sub>1-10</sub>)alkyl; (C<sub>1-10</sub>)alkoxy; (C<sub>1-10</sub>)alkylamino; (C<sub>1-10</sub>) dialkylamino; benzyl; benzyloxy; hydroxyl(C<sub>1-6</sub>)alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is (C<sub>1-10</sub>)alkyl; (C<sub>2-10</sub>)alkenyl; (C<sub>2-10</sub>)alkynyl; (C<sub>3-10</sub>)cycloalkyl; (C<sub>5-10</sub>)cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; or heteroaryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

d) indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub>adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub>adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene;

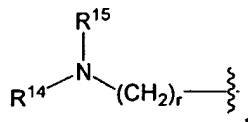
e) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently

disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

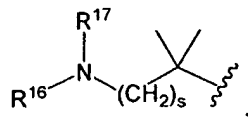
f) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

g) a group of the formula:



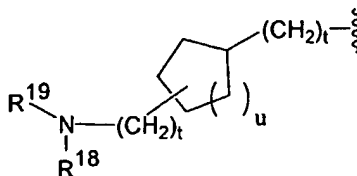
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



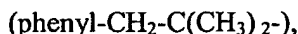
where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



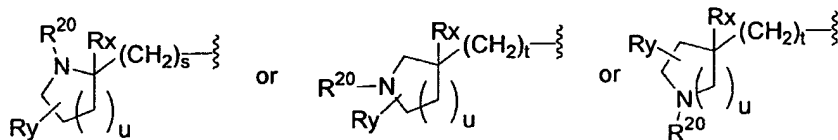
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl, or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

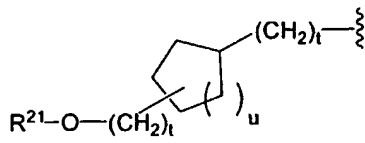
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

1) a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; each t is independently 0 to 6; and u is 0 to 3;

(bb) R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

R<sup>i</sup> together with R<sup>3</sup> or R<sup>4</sup>, or R<sup>ii</sup> together with R<sup>3</sup> or R<sup>4</sup>, and the atoms to which they are attached form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO or SO<sub>2</sub>; and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa); or

R<sup>4</sup> and R<sup>5</sup> together form -(CR<sup>22</sup>R<sup>23</sup>)<sub>m</sub>- where m is 2 to 6, and R<sup>22</sup> and R<sup>23</sup> are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxy carbonyl-amino; alkoxycarbonyl; aryloxy carbonyl; or alkylaminocarbonylamino; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or SO<sub>2</sub>; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(cc)  $R^i$  and  $R^3$  are hydrogen; and  $R^{ii}$  and  $R^4$  together form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and SO<sub>2</sub>, and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa) or (bb) and

$R^5$  is any of the groups in (aa) or (bb); and

if  $CR^iR^{ii}$  is absent, then  $R^3$ ,  $R^4$  and  $R^5$  are selected from (dd), (ee) or (ff):

(dd)  $R^3$  and  $R^4$  are hydrogen; and

$R^5$  is

a) hydrogen, provided that  $R^5$  is not hydrogen when n is 1, X is CH<sub>2</sub>, and Z is H;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ; -SOR<sup>8</sup>; -SO<sub>2</sub>R<sup>8</sup>; -COR<sup>8</sup>; -CO<sub>2</sub>R<sup>8</sup>; -CONHR<sup>8</sup>; -CON(R<sup>8</sup>)<sub>2</sub>; -OR<sup>8</sup>; or -S-R<sup>8</sup>;

$R^7$  is halogen; (C<sub>1-10</sub>)alkyl; (C<sub>1-10</sub>)alkoxy; (C<sub>1-10</sub>)alkylamino; (C<sub>1-10</sub>) dialkylamino; benzyl; benzyloxy; hydroxyl(C<sub>1-6</sub>)alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

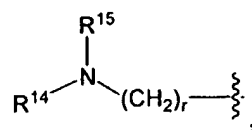
d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

e)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; and p is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

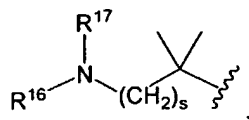
f)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

g) a group of the formula:



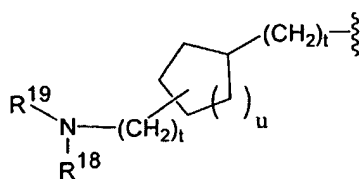
where  $\text{R}^{14}$  and  $\text{R}^{15}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl;  $(\text{C}_{3-12})$ cycloalkyl ring;  $(\text{C}_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(\text{C}_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{14}$  and  $\text{R}^{15}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $r$  is 2 to 6;

h) a group of the formula:



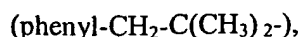
where  $\text{R}^{16}$  and  $\text{R}^{17}$  are each independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{16}$  and  $\text{R}^{17}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6;

i) a group of the formula:



where  $\text{R}^{18}$  and  $\text{R}^{19}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{18}$  and  $\text{R}^{19}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

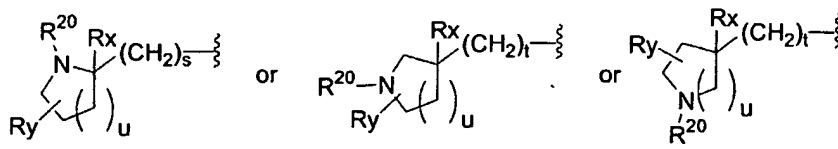
j) a group of the formula:





where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

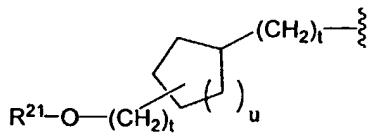
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-

carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxy carbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl, provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z, R<sup>3</sup> and R<sup>5</sup> are H, R<sup>4</sup> is not a side chain of a naturally occurring α-amino acid, and provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and R<sup>5</sup> are H, R<sup>3</sup> and R<sup>4</sup> are not both methyl; or

R<sup>4</sup> and R<sup>5</sup> together form -(CR<sup>22</sup>R<sup>23</sup>)<sub>m</sub> - where m is 2 to 6, and R<sup>22</sup> and R<sup>23</sup> are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxy carbonyl-amino; aryloxy carbonyl-amino; alkoxy carbonyl; aryloxy carbonyl; or alkylaminocarbonylamino; provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, Z and R<sup>3</sup> are H, R<sup>4</sup> and R<sup>5</sup> together are not -(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>3</sub>-; or

R<sup>4</sup> and R<sup>5</sup> together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or SO<sub>2</sub>; or

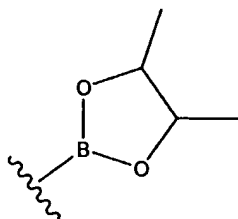
R<sup>4</sup> and R<sup>5</sup> together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(ff) R<sup>3</sup> is hydrogen; and R<sup>4</sup> and R<sup>5</sup> together with the atoms to which they are attached form a 4 to 8 member mono- or polycyclic heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and SO<sub>2</sub>, wherein the heterocyclic ring system is optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and R<sup>3</sup> are H, R<sup>4</sup> and R<sup>5</sup> together are not -(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>3</sub>-; and

wherein the bond containing the wavy line signifies the point of attachment.

[0015] In some embodiments of compounds of formula I, R<sup>1</sup> and R<sup>2</sup> independently or together are the boronic acid protecting group formed from (+)-pinanediol; pinacol; 1,2-dicyclohexyl-ethanediol; 1,2-ethanediol; 2,2-diethanolamine; 1,3-propanediol; 2,3-butanediol, diisopropyl tartrate; 1,4-butanediol; diisopropylethanediol; (S,S,)-5,6-decanediol; 1,1,2-triphenyl-1,2-ethanediol; (2R,3R)-1,4-dimethoxy-1,1,4,4-tetraphenyl-

2,3-butanediol; methanol; ethanol; isopropanol; catechol; or 1-butanol. Thus, it will be understood by those of skill in the art that  $R^1$  and  $R^2$  represent a single protecting group attached to both boronic ester oxygens when diols such as (+)-pinanediol and pinacol are used, whereas  $R^1$  and  $R^2$  represent separate moieties on the boronic ester oxygens such as methyl or ethyl when the esters are formed from methanol and ethanol, respectively. In other embodiments of compounds of formula I,  $R^1$  and  $R^2$  independently or together are a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids and are formed from 1,2-dicyclohexylethanediol; 1,2-ethanediol; 1,3-propanediol; 2,3-butanediol; 1,4-butanediol; diisopropylethanediol; methanol; ethanol; isopropanol; or 1-butanol. For example, when  $R^1$  and  $R^2$  are each formed from methanol, the resulting  $R^1$  and  $R^2$  groups are methyl. When 2,3-butanediol is used, the resulting  $R^1$  and  $R^2$  groups are a single group and the resulting boronic ester has the following structure:



[0016] Compounds of formula I include those wherein if  $CR^1R^2$  is absent, then  $R^3$ ,  $R^4$  and  $R^5$  are selected from (dd), (ee) or (ff):

(dd)  $R^3$  and  $R^4$  are hydrogen; and  
 $R^5$  is

a)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently

plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

b) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

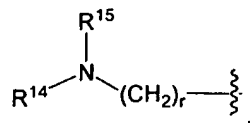
d)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; and p is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl;

trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

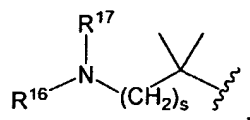
e)  $(R^{13})_2CH(CH_2)_q$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



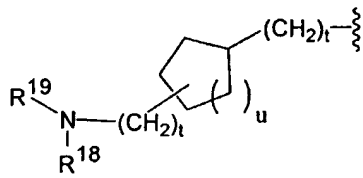
where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and r is 2 to 6;

g) a group of the formula:



where  $R^{16}$  and  $R^{17}$  are each independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 1 to 6;

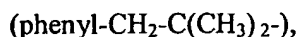
h) a group of the formula:



where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl;

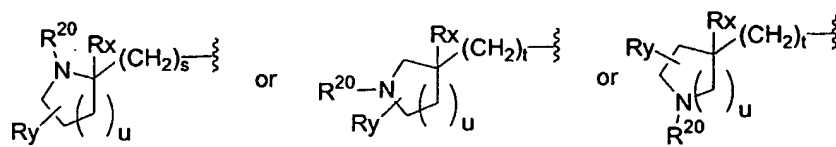
phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3;

i) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

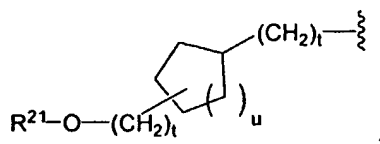
j) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

k) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$  and  $R^4$  are independently hydrogen, alkyl; alkenyl; alkynyl;

cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl,

aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl;

$R^5$  is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m$  - wherein  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxy carbonyl-amino; alkoxycarbonyl; aryloxy carbonyl; or alkylaminocarbonylamino; provided that when  $n$  is 1,  $X$  is  $CH_2$ , and  $Z$  and  $R^3$  are H,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2$ - or  $-(CH_2)_3$ -; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or SO<sub>2</sub>; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(ff)  $R^3$  is hydrogen; and  $R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 member mono- or polycyclic heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and SO<sub>2</sub>, wherein the heterocyclic ring system is optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and  $R^3$  are H,  $R^4$  and  $R^5$  together are not -(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>3</sub>-.

[0017] Compounds of formula I also include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. In some such embodiments,  $R^5$  is a (C<sub>1-12</sub>)alkyl or (C<sub>3-12</sub>)cycloalkyl, including, but not limited to, methyl, ethyl, n-propyl, isopropyl, n-butyl, isobutyl, sec-butyl, tert-butyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclohexylmethyl, 1-cyclohexylethyl, or adamantyl.

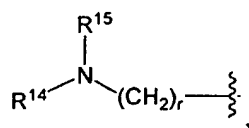
[0018] In some embodiments of compounds of formula I, X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub> adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]-oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub> adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene.



[0019] In other embodiments of compounds of formula I, X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

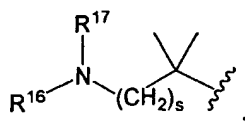
[0020] In certain embodiments of compounds of formula I, X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

[0021] In some embodiments of compounds of formula I, X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



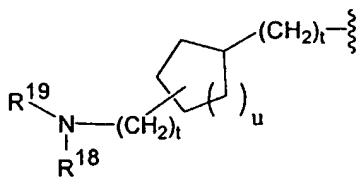
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6.

[0022] Compounds of formula I include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:

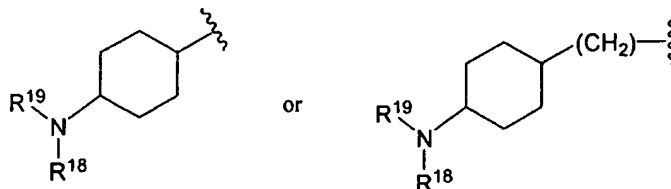


where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6.

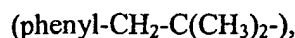
[0023] Compounds of formula I wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



where R<sup>18</sup> and R<sup>19</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>18</sup> and R<sup>19</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3. In some such embodiments, R<sup>5</sup> has formula:

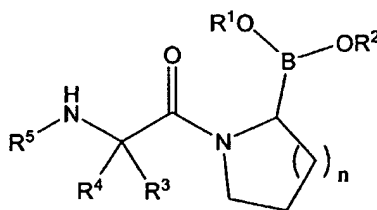


**[0024]** In some embodiments of compounds of formula I, X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with R<sup>12</sup>.

**[0025]** Compounds of Formula I include those having the following structure, Formula IA:

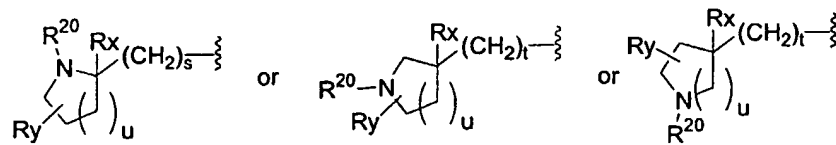


IA

In some such embodiments, R<sup>5</sup> is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkyl aminocarbonyl, alkenyl aminocarbonyl, alkylcarbonyloxy, alkylcarbonyl amino, arylcarbonyl amino, alkylsulfonyl amino, alkyl aminocarbonyl-amino, alkoxycarbonyl amino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl. In other such embodiments, R<sup>5</sup> is alkyl; alkenyl; cycloalkyl; cycloalkylalkyl; hydroxyalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted as described above (in, e.g., (ee)). In still other such embodiments, R<sup>5</sup> is alkyl, cycloalkyl or cycloheteroalkyl, optionally mono- or independently plurisubstituted as described above. In some embodiments of compounds of Formula IA, R<sup>3</sup> and R<sup>4</sup> are both

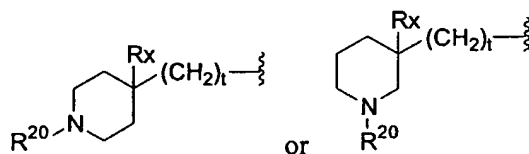
hydrogen. In other embodiments, n is 1. In some embodiments of compounds of Formula IA where n is 1 and R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup> are hydrogen, R<sup>5</sup> is not methyl.

[0026] Compounds of formula I include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:

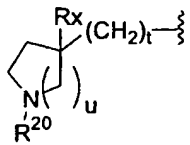


where R<sup>20</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; (C<sub>3-8</sub>)cycloalkylcarbonyl; benzyl; benzoyl; (C<sub>1-6</sub>)alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; R<sub>x</sub> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>3-12</sub>) cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; R<sub>y</sub> is absent or is halogen, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

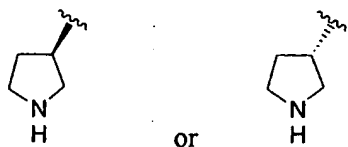
s is 1 to 6; t is 0 to 6; and u is 0 to 3. In some such embodiments, R<sup>5</sup> has formula:



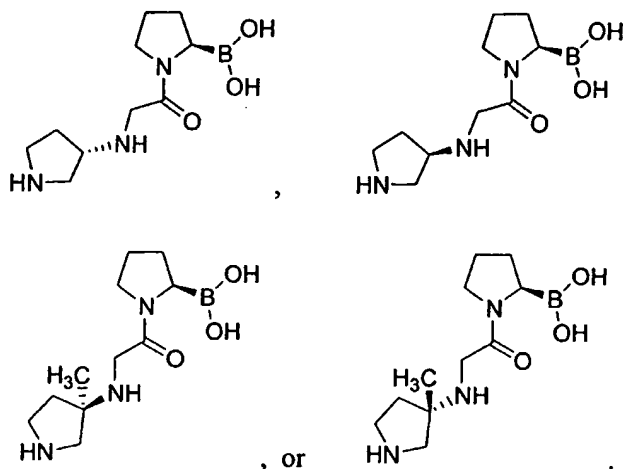
[0027] In other such embodiments, R<sup>5</sup> is



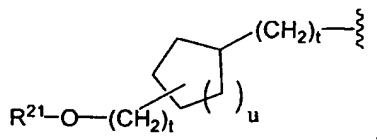
including for example, the following structures:



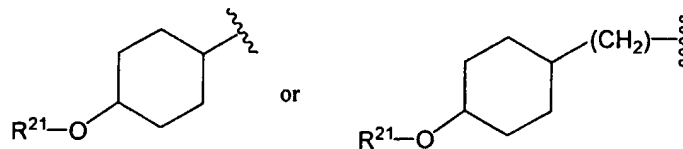
[0028] In still other such embodiments, the compound has the formula



[0029] Compounds of formula I wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; each t is independently 0 to 6; and u is 0 to 3. In some such embodiments, R<sup>5</sup> has formula:



[0030] Compounds of formula I include those wherein  $R^1$  and  $R^2$  are hydrogen;  $n$  is 1;  $X$  together with an adjacent ring carbon and  $Z$  form a fused cyclopropyl;  $CR^iR^{ii}$  is absent;

$R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

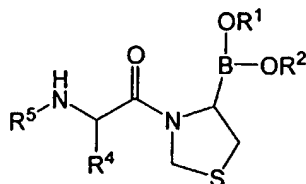
$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m-$  where  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxy carbonyl-amino; alkoxycarbonyl; aryloxy carbonyl; or alkylaminocarbonylamino; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

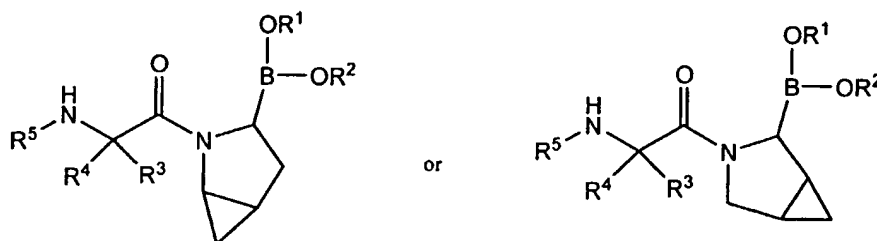
$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto.

[0031] In some embodiments of compounds of Formula I,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen;  $n$  is 1;  $X$  is  $CH_2$ ;  $CR^iR^{ii}$  is absent; and  $R^5$  is aryl or aralkyl.

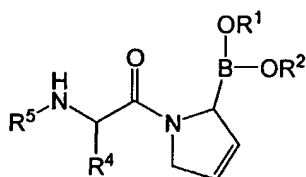
[0032] In some embodiments, compounds of formula I have the formula:



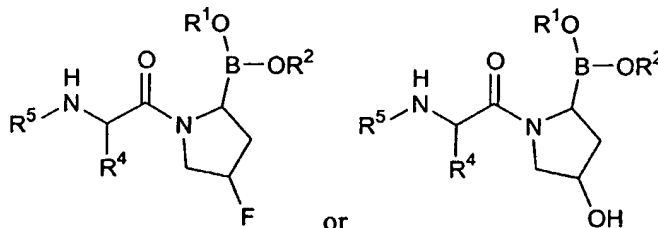
[0033] In other embodiments, compounds of formula I have the formula:



[0034] In still other embodiments, compounds of formula I have the formula:



[0035] In still other embodiments, compounds of formula I have the formula:

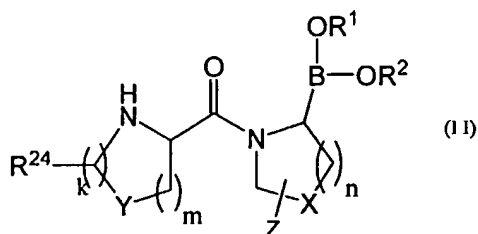


[0036] Compounds of formula I include those wherein,

if  $CR^iR^{ii}$  is present,  $R^i$  and  $R^3$  are hydrogen;  $R^{ii}$  and  $R^4$  together form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa) or (bb) and  $R^5$  is any of the groups in (aa) or (bb); or

if  $CR^iR^{ii}$  is absent, then  $R^3$  is hydrogen; and  $R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when n is 1, X is  $CH_2$ , the ring containing X is saturated, and Z and  $R^3$  are hydrogen,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2-$  or  $-(CH_2)_3-$ .

[0037] In some such embodiments, compounds of formula I have formula II:



wherein:

Y is O, S,  $CHR^{25}$  or  $NR^{26}$ ;

k is 0 to 3 and m is 0 to 3 when Y is  $CHR^{25}$ ;

k is 2 to 3 and m is 1 to 3 when Y is O or  $NR^{26}$ ;

each  $R^{24}$  is independently:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently

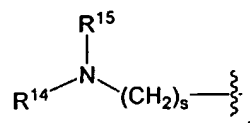


di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

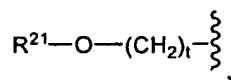
e)  $(R^{13})_2CH(CH_2)_q$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 1 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 1 to 6;

$R^{25}$  is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are

optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

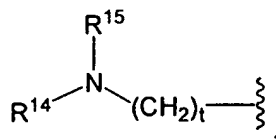
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

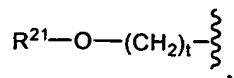
e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and t is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 0 to 6; and

$R^{26}$  is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

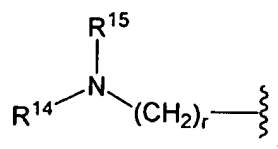
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{27}(CH_2)_p-$ , where  $R^{27}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl;  $p$  is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

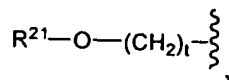
e)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and  $q$  is 0 to 3;

f) a group of the formula:



where  $\text{R}^{14}$  and  $\text{R}^{15}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl;  $(\text{C}_{3-12})$ cycloalkyl ring;  $(\text{C}_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(\text{C}_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{14}$  and  $\text{R}^{15}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $r$  is 0 or 2 to 6; or

g) a group of the formula:



where  $\text{R}^{21}$  is hydrogen;  $(\text{C}_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $\text{R}^{12}$ ; and  $t$  is 0 or 2 to 6.

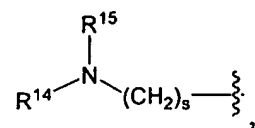
[0038] In some embodiments of compounds of formula II,  $\text{X}$  is  $\text{CH}_2$ ; the ring containing  $\text{X}$  is saturated; and  $\text{R}^1$ ,  $\text{R}^2$  and  $\text{R}^{25}$  are hydrogen. In other embodiments of compounds of formula II,  $\text{X}$  is  $\text{CH}_2$ ; the ring containing  $\text{X}$  is saturated;  $\text{R}^1$ ,  $\text{R}^2$  and  $\text{R}^{25}$  are hydrogen; and  $\text{R}^{24}$  is hydrogen, provided that if  $k$ ,  $n$ , and  $m$  are each 1, and  $\text{Y}$  is  $\text{CHR}^{25}$ ,  $\text{Z}$  is not  $\text{H}$ . In still other embodiments of compounds of formula II,  $\text{X}$  is  $\text{CH}_2$ ; the ring containing  $\text{X}$  is saturated;  $\text{R}^1$ ,  $\text{R}^2$  and  $\text{R}^{25}$  are hydrogen; and  $\text{R}^{24}$  is  $(\text{C}_{1-12})$ alkyl;  $(\text{C}_{2-12})$ alkenyl;  $(\text{C}_{2-12})$ alkynyl;  $(\text{C}_{3-12})$  cycloalkyl; or  $(\text{C}_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $\text{R}^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. In some embodiments of compounds of formula II,  $\text{X}$  is  $\text{CH}_2$ ; the ring containing  $\text{X}$  is saturated;  $\text{R}^1$ ,  $\text{R}^2$  and  $\text{R}^{25}$  are hydrogen; and  $\text{R}^{24}$  is phenyl optionally mono- or independently plurisubstituted with  $\text{R}^{12}$ .

Compounds of formula II include those wherein  $\text{X}$  is  $\text{CH}_2$ ; the ring containing  $\text{X}$  is saturated;  $\text{R}^1$ ,  $\text{R}^2$  and  $\text{R}^{25}$  are hydrogen; and  $\text{R}^{24}$  is  $\text{R}^{11}(\text{CH}_2)_p$ - where  $\text{R}^{11}$  is 2-

oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

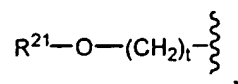
**[0039]** In certain embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

**[0040]** In other embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6.

[0041] In some embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is a group of the formula:



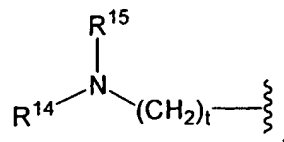
where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 1 to 6.

[0042] Compounds of formula II include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>24</sup> are hydrogen. In some embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. In other embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

[0043] Compounds of formula II include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

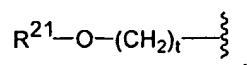
[0044] In other embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

[0045] Compounds of formula II include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and t is 0 to 6.

[0046] In some embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:

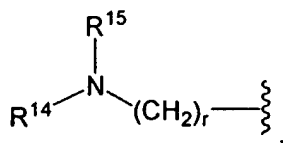


where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 to 6. In other embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> and R<sup>26</sup> are hydrogen. In still other embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. Compounds of formula II include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

[0047] Compounds of formula II wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is R<sup>27</sup>(CH<sub>2</sub>)<sub>p</sub>-, where R<sup>27</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; and p is 0 to 3.

[0048] Compounds of formula II include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

[0049] In some embodiments of compounds of formula II, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is a group of the formula:

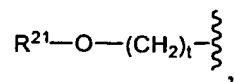


where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are



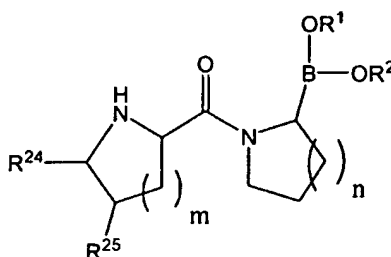
optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $r$  is 0 or 2 to 6.

[0050] In other embodiments of compounds of formula II,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^{24}$  are hydrogen; and  $R^{26}$  is a group of the formula:



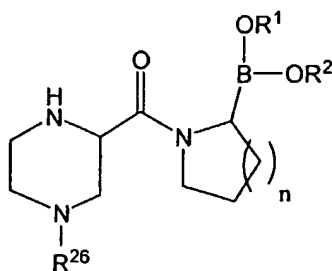
where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 0 or 2 to 6.

[0051] Compounds of formula II include those that have the formula:

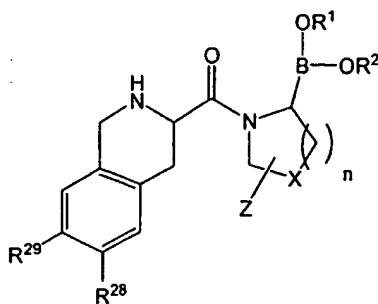


In some such embodiments,  $R^{25}$  is phenyl optionally mono- or independently plurisubstituted with  $R^{12}$ .

[0052] In other embodiments of compounds of formula II, the compound has the formula:



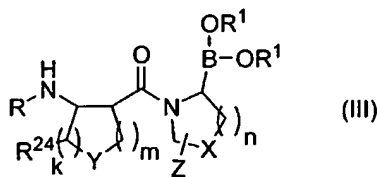
[0053] Compounds of formula II also include those that have the formula:



wherein:

R<sup>28</sup> and R<sup>29</sup> are each independently hydrogen, hydroxy, alkyl, alkoxy, aryloxy, or halogen.

[0054] In some embodiments of compounds of formula I wherein CR<sup>i</sup>R<sup>ii</sup> is present, the compound has formula III:



wherein:

Y is O, S, CHR<sup>25</sup> or NR<sup>26</sup>;

k is 0 to 3 and m is 0 to 3 when Y is CHR<sup>25</sup>;

k is 1 to 3 and m is 0 to 3 when Y is NR<sup>26</sup>;

k is 1 to 3 and m is 0 to 3 when Y is O;

R is

a) hydrogen;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

R<sup>6</sup> is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups

are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$ dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

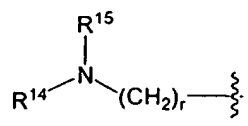
d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

e)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; and p is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

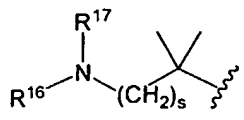
f)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

g) a group of the formula:



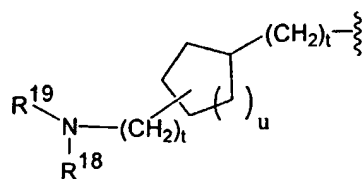
where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



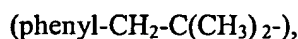
where  $R^{16}$  and  $R^{17}$  are each independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



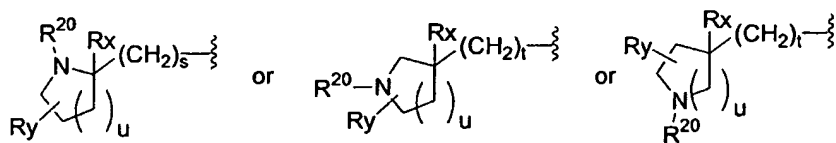
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

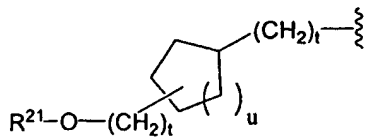
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl; pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3;

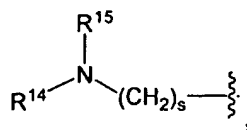
each  $R^{24}$  is independently:

- a) hydrogen;
- b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;
- c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;
- d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono-or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

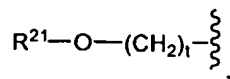
e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 to 6;

$R^{25}$  is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

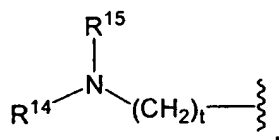
d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl,

alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

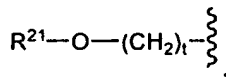
e)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and t is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 to 6; and

$R^{26}$  is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are



optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

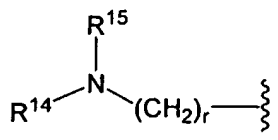
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{27}(CH_2)_p$ -, where  $R^{27}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

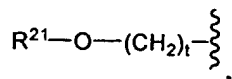
f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are

optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $r$  is 0 or 2 to 6; or

g) a group of the formula:



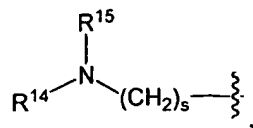
where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 0 or 2 to 6.

[0055] Compounds of formula III include those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated; and  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is hydrogen; and those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

[0056] In some embodiments of compounds of formula III,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is phenyl optionally mono- or independently plurisubstituted with  $R^{12}$ . In other embodiments,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl;  $p$  is 0 to 3; and  $R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsufonyl; phenylsufonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ . In still other embodiments,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is

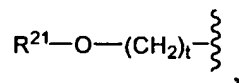
$(R^{13})_2CH(CH_2)_q$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and  $q$  is 0 to 3.

[0057] Compounds of formula III include those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6.

[0058] Compounds of formula III also include those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is a group of the formula:

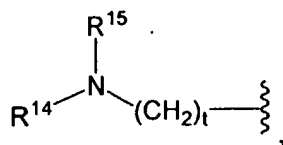


where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 0 to 6.

[0059] In some embodiments of compounds of formula III,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$  and  $R^{24}$  are hydrogen. In other embodiments,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^{24}$  are hydrogen; and  $R^{25}$  is  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$ cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. In still other embodiments,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^{24}$  are hydrogen; and  $R^{25}$  is phenyl optionally mono- or independently plurisubstituted with  $R^{12}$ .

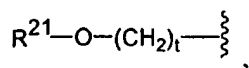
[0060] In some embodiments of compounds of formula III, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

[0061] In other embodiments of compounds of formula III, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3. In still other embodiments, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and t is 0 to 6.

[0062] In certain embodiments of compounds of formula III, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



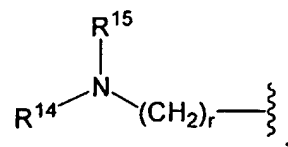
where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 to 6.

**[0063]** In some embodiments of compounds of formula III, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> and R<sup>26</sup> are hydrogen. In other embodiments, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. In yet other embodiments, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

Compounds of formula III include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is R<sup>27</sup>(CH<sub>2</sub>)<sub>p</sub>-, where R<sup>27</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; and p is 0 to 3. In some embodiments of compounds of formula III, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl, in

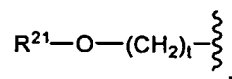
which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and  $q$  is 0 to 3.

[0064] Compounds of formula III include those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^{24}$  are hydrogen; and  $R^{26}$  is a group of the formula:



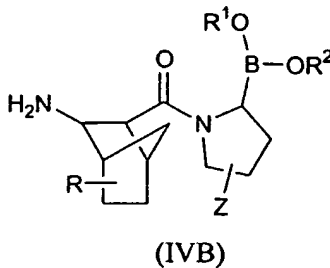
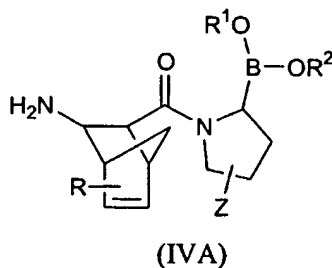
where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $r$  is 0 or 2 to 6.

[0065] Compounds of formula III also include those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^{24}$  are hydrogen; and  $R^{26}$  is a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 0 or 2 to 6.

[0066] In some embodiments of compounds of formula I,  $CR^iR^{ii}$  is present. In other embodiments of compounds of formula I where  $CR^iR^{ii}$  is present, the compound has formula IVA or IVB:



wherein

R is

a) hydrogen;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

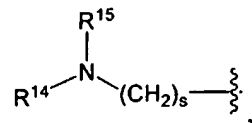
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>;

d) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono-or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

e) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

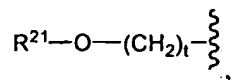
f) a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are

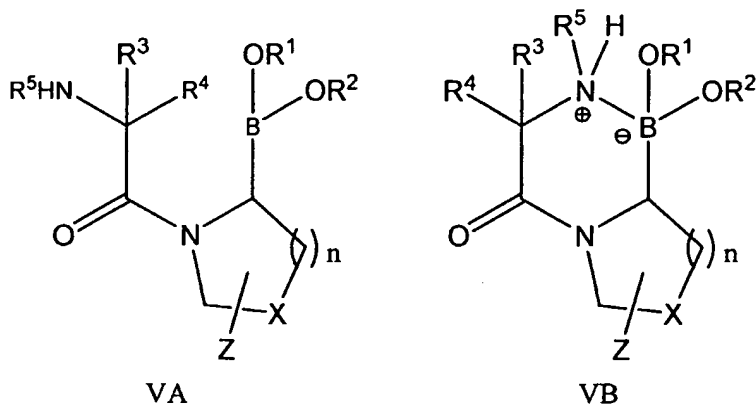
optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $s$  is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 0 to 6;

[0067] It has further been discovered that certain boronic acid compounds of the invention can exist as either linear or cyclic isomers. Typically, such compounds form an equilibrium mixture in aqueous solution. As shown in Figure 1, the concentration of the two isomers of such compounds is typically pH dependent. Thus, it is expected that such inventive compounds will exist as a mixture of linear and cyclic isomers in vivo. Moreover, the cyclic forms of inventive compounds may serve as novel, orally available prodrugs. Hence, in this aspect of the invention, there are provided compounds that have the formula VA, VB, or a mixture thereof:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

$n$  is 1 to 3;

$X$  is  $CH_2$ ; S; O;  $CF_2$  or  $C(CH_3)_2$ ;

$Z$  is H; halogen; hydroxyl;  $(C_{1-6})$ alkoxy;  $(C_{1-12})$ alkyl;  $(C_{3-12})$ cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;



optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl;  
and

optionally, one of the bonds in the ring containing X is a double bond;

R<sup>1</sup> and R<sup>2</sup> independently or together are hydrogen; a boronic acid protecting group;  
or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at  
physiological pH or in biological fluids;

R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are selected from (dd) or (ee):

(dd) R<sup>3</sup> and R<sup>4</sup> are hydrogen; and

R<sup>5</sup> is

a) hydrogen, provided that R<sup>5</sup> is not hydrogen when n is 1, X  
is CH<sub>2</sub>, and Z is H;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)  
cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and  
cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and  
where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include  
cyclic portions;

R<sup>6</sup> is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy;  
acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl;  
trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl;  
where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted  
with R<sup>7</sup>; amino, where the amino group is optionally mono- or independently  
plurisubstituted with R<sup>8</sup>; -SOR<sup>8</sup>; -SO<sub>2</sub>R<sup>8</sup>; -COR<sup>8</sup>; -CO<sub>2</sub>R<sup>8</sup>; -CONHR<sup>8</sup>; -CON(R<sup>8</sup>)<sub>2</sub>; -OR<sup>8</sup>; or  
-S-R<sup>8</sup>;

R<sup>7</sup> is halogen; (C<sub>1-10</sub>)alkyl; (C<sub>1-10</sub>)alkoxy; (C<sub>1-10</sub>)alkylamino;  
(C<sub>1-10</sub>) dialkylamino; benzyl; benzyloxy; hydroxyl(C<sub>1-6</sub>)alkyl; hydroxymethyl; nitro;  
trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy;  
acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

R<sup>8</sup> is (C<sub>1-10</sub>)alkyl; (C<sub>2-10</sub>)alkenyl; (C<sub>2-10</sub>)alkynyl; (C<sub>3-10</sub>)  
cycloalkyl; (C<sub>5-10</sub>)cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl,  
alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently  
plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally  
mono- or independently plurisubstituted with R<sup>7</sup>; and where the aryl and heteroaryl groups  
are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

c) aryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; or heteroaryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

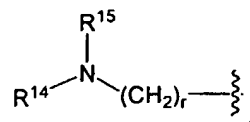
d) indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub>adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub>adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene;

e) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

f) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

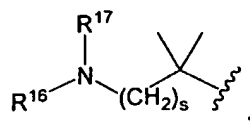
g) a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl;

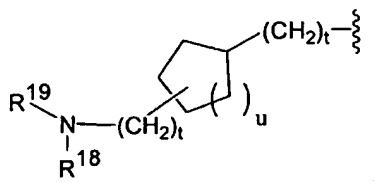
phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



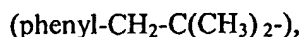
where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



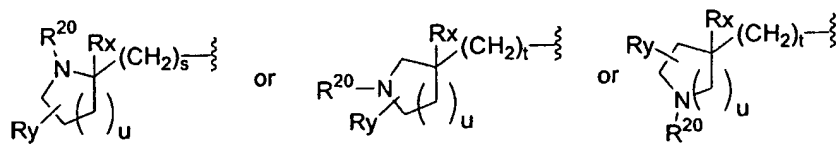
where R<sup>18</sup> and R<sup>19</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>18</sup> and R<sup>19</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with R<sup>12</sup>;

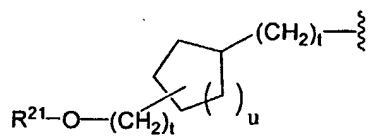
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; provided that when n is 1, X is  $CH_2$ , the ring containing X is saturated, and Z,  $R^3$  and  $R^5$  are H,  $R^4$  is not a side chain of a naturally occurring  $\alpha$ -amino

acid; and provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and R<sup>5</sup> are H, R<sup>3</sup> and R<sup>4</sup> are not both methyl; and

wherein the bond containing the wavy line signifies the point of attachment.

[0068] In some embodiments of compounds of formula VA and VB, R<sup>1</sup> and R<sup>2</sup> independently or together are the boronic acid protecting group formed from (+)-pinanediol; pinacol; 1,2-dicyclohexyl-ethanediol; 1,2-ethanediol; 2,2-diethanolamine; 1,3-propanediol; 2,3-butanediol; diisopropyl tartrate; 1,4-butanediol; diisopropylethanediol; (S,S)-5,6-decanediol; 1,1,2-triphenyl-1,2-ethanediol; (2R,3R)-1,4-dimethoxy-1,1,4,4-tetraphenyl-2,3-butanediol; methanol; ethanol; isopropanol; catechol; or 1-butanol. In other embodiments, R<sup>1</sup> and R<sup>2</sup> independently or together are a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids formed from 1,2-dicyclohexylethanediol; 1,2-ethanediol; 1,3-propanediol; 2,3-butanediol; 1,4-butanediol; diisopropylethanediol; methanol; ethanol; isopropanol; or 1-butanol.

[0069] In some embodiments of compounds of formula VA or VB,

R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; and

R<sup>5</sup> is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl;

alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl.

[0070] In still other embodiments of compounds of formula VA or VB, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions. In some such embodiments, R<sup>5</sup> is (C<sub>3-12</sub>) cycloalkyl such as cyclopentyl.

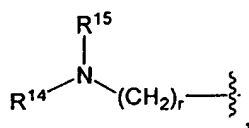
[0071] In some embodiments of compounds of formula VA or VB, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub> adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]-oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub> adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene.

[0072] Compounds of formula VA or VB include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-

oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

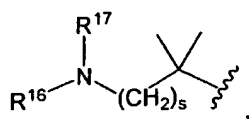
[0073] Compounds of VA or VB further include those wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

[0074] In some embodiments of compounds of formula VA or VB, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



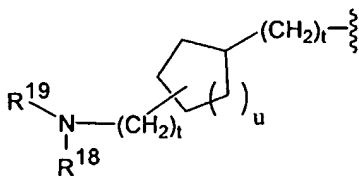
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6.

[0075] In other embodiments of compounds of formula VA or VB, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:

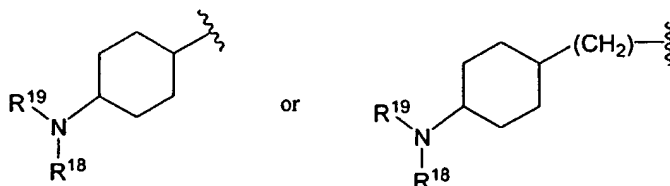


where  $R^{16}$  and  $R^{17}$  are each independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6.

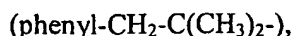
[0076] In certain embodiments of compounds of formula VA or VB,  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is a group of the formula:



where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3. In some such embodiments,  $R^5$  has formula:



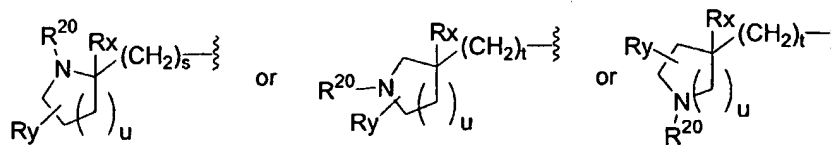
[0077] Compounds of formula VA or VB further include those wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ .



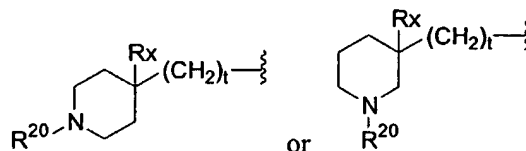
[0078] In some embodiments of compounds of formula VA or VB, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



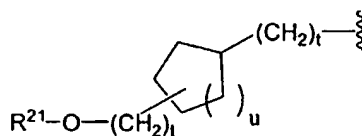
where R<sup>20</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; (C<sub>3-8</sub>)cycloalkylcarbonyl; benzyl; benzoyl; (C<sub>1-6</sub>)alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; R<sub>x</sub> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>3-12</sub>) cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; R<sub>y</sub> is absent or is halogen, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

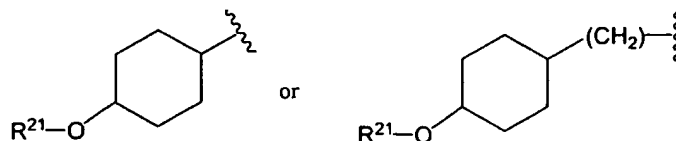
In some such embodiments, R<sup>5</sup> has formula:



[0079] In other embodiments of compounds of formula VA or VB, X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



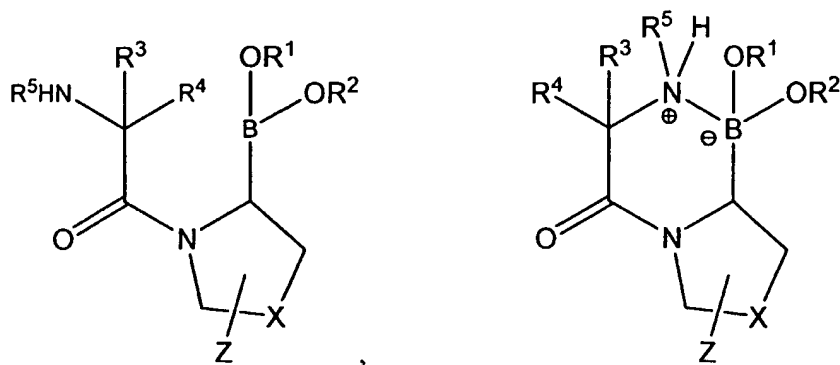
where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; each t is independently 0 to 6; and u is 0 to 3. In some such embodiments, R<sup>5</sup> has formula:



[0080] Compounds of formula VA or VB further include those wherein  $R^1$  and  $R^2$  are hydrogen;  $n$  is 1;  $X$  together with an adjacent ring carbon and  $Z$  form a fused cyclopropyl;

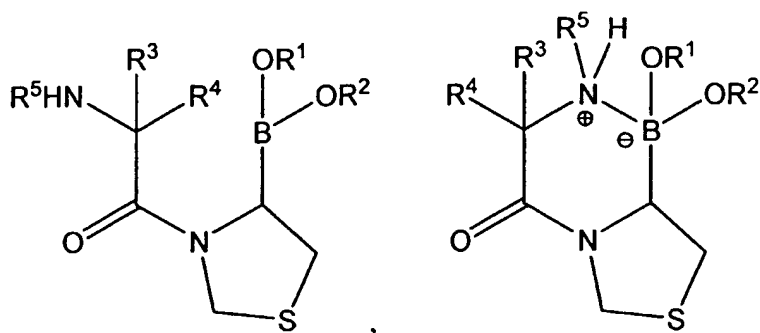
$R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl.

[0081] In certain embodiments of compounds of formula VA or VB, the compounds have the formula:



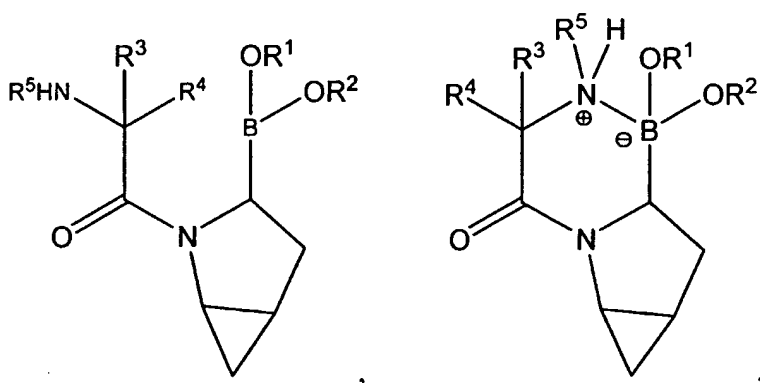
or a mixture thereof.

[0082] Compounds of formula VA or VB include those having the formula:

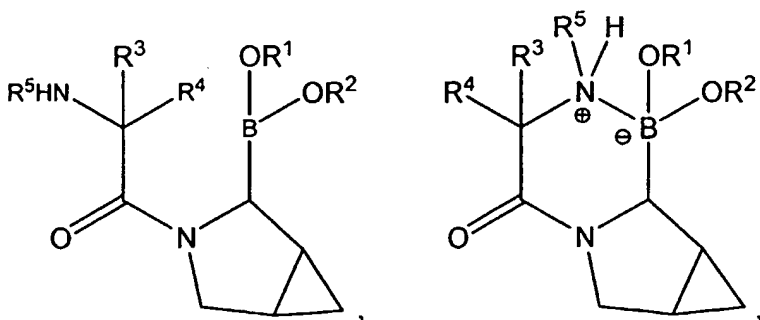


or a mixture thereof.

[0083] In other embodiments, compounds of formula VA or VB include those having the formula:

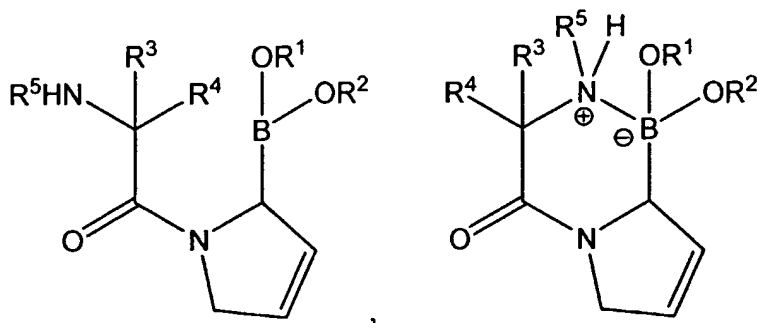


or a mixture thereof; or the formula:



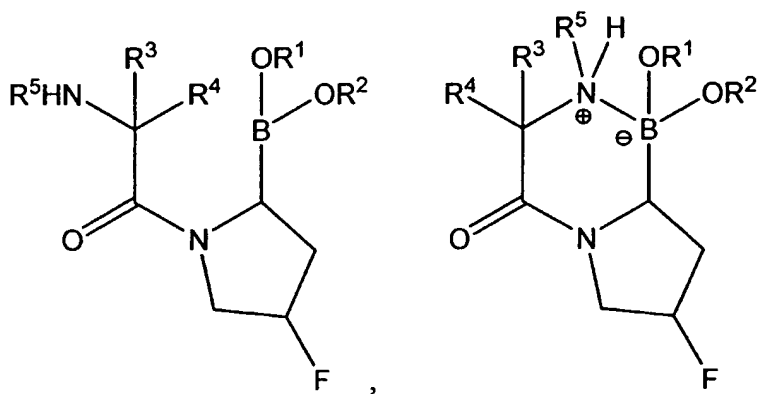
or a mixture thereof.

[0084] Compounds of formula VA or VB further include those having the formula:



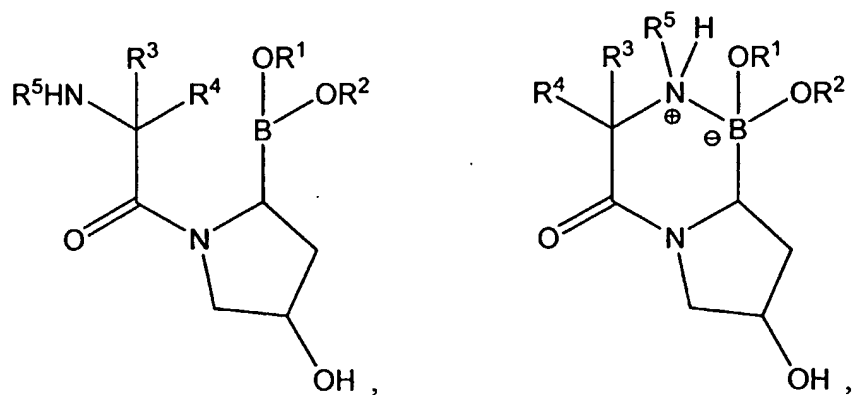
or a mixture thereof.

[0085] In still other embodiments, compounds of formula VA or VB have the formula:



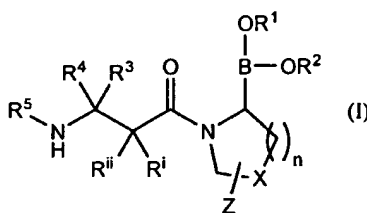
or a mixture thereof.

[0086] In yet other embodiments, compounds of formula VA or VB have the formula:



or a mixture thereof.

[0087] In still another aspect, the invention provides boronic acid inhibitors of dipeptidyl peptidase-IV having an inhibition constant of 10 micromolar or less for dipeptidyl peptidase-IV. Such inhibitors comprises a boroproline (including boropyrrolidines, boropiperidines, and boroazepanes) attached to an amino acid through an amide bond. The amino acid can be a beta-amino acid (including cyclic forms such as , an N-cycloalkyl-alpha-amino acid, an N-heterocyclyl-alpha amino acid, a cyclic alpha-amino acid having at least one substituent on the alpha-amino acid ring or having a ring other than pyrrolidine, or N-substituted glycine. In some embodiments, the boronic acid inhibitor is of Formula I:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

n is 1 to 2;

X is CH<sub>2</sub>; S; O; CF<sub>2</sub> or C(CH<sub>3</sub>)<sub>2</sub>;

Z is H; halogen; hydroxyl; (C<sub>1-6</sub>)alkoxy; (C<sub>1-12</sub>)alkyl; (C<sub>3-12</sub>)cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl;

and

optionally, one of the bonds in the ring containing X is a double bond;

R<sup>1</sup> and R<sup>2</sup> independently or together are hydrogen; a boronic acid protecting group; or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids;

CR<sup>i</sup>R<sup>ii</sup> may be present or absent, wherein if CR<sup>i</sup>R<sup>ii</sup> is present, then R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are selected from (aa), (bb) or (cc):

(aa) R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and

R<sup>5</sup> is

a) hydrogen;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

R<sup>6</sup> is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; amino, where the amino group is optionally mono- or independently plurisubstituted with R<sup>8</sup>; -SOR<sup>8</sup>; -SO<sub>2</sub>R<sup>8</sup>; -COR<sup>8</sup>; -CO<sub>2</sub>R<sup>8</sup>; -CONHR<sup>8</sup>; -CON(R<sup>8</sup>)<sub>2</sub>; -OR<sup>8</sup>; or -S-R<sup>8</sup>;

R<sup>7</sup> is halogen; (C<sub>1-10</sub>)alkyl; (C<sub>1-10</sub>)alkoxy; (C<sub>1-10</sub>)alkylamino; (C<sub>1-10</sub>) dialkylamino; benzyl; benzyloxy; hydroxyl(C<sub>1-6</sub>)alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

R<sup>8</sup> is (C<sub>1-10</sub>)alkyl; (C<sub>2-10</sub>)alkenyl; (C<sub>2-10</sub>)alkynyl; (C<sub>3-10</sub>)cycloalkyl; (C<sub>5-10</sub>)cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

c) aryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; or heteroaryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

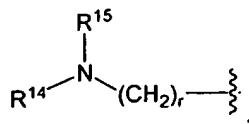
d) indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub>adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub>adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene;

e)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

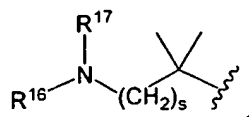
f)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

g) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

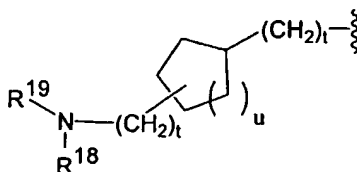
h) a group of the formula:



where  $R^{16}$  and  $R^{17}$  are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl,

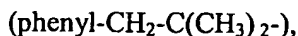
pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



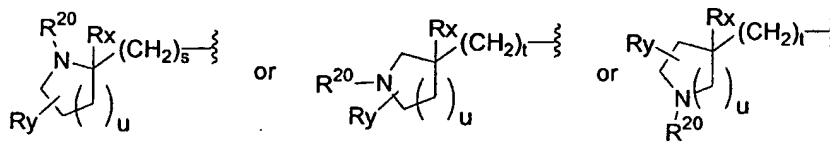
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

k) a group f:

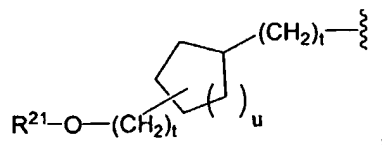


where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;



s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

1) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3;

(bb)  $R^i$ ,  $R^{ii}$ ,  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl-amino, aryl-amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl-amino, dialkyl-amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl-amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^i$  together with  $R^3$  or  $R^4$ , or  $R^{ii}$  together with  $R^3$  or  $R^4$ , and the atoms to which they are attached form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO or  $SO_2$ ; and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa); or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m-$  where m is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxy-carbonyl-amino; alkoxycarbonyl; aryloxy-carbonyl; or alkylaminocarbonylamino; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(cc)  $R^i$  and  $R^3$  are hydrogen; and  $R^{ii}$  and  $R^4$  together form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa) or (bb) and

$R^5$  is any of the groups in (aa) or (bb); and

if  $CR^iR^{ii}$  is absent, then  $R^3$ ,  $R^4$  and  $R^5$  are selected from (dd), (ee) or (ff):

(dd)  $R^3$  and  $R^4$  are hydrogen; and

$R^5$  is

a)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$

cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl,

alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

b) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

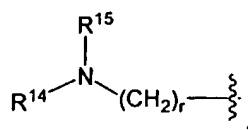
c) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which  $j$  is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

d)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; and  $p$  is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

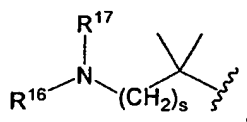
e)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and  $q$  is 0 to 3;

f) a group of the formula:



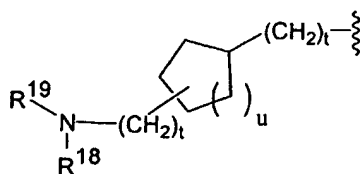
where  $\text{R}^{14}$  and  $\text{R}^{15}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl;  $(\text{C}_{3-12})$ cycloalkyl ring;  $(\text{C}_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(\text{C}_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{14}$  and  $\text{R}^{15}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $r$  is 2 to 6;

g) a group of the formula:



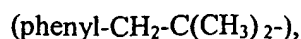
where  $\text{R}^{16}$  and  $\text{R}^{17}$  are each independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{16}$  and  $\text{R}^{17}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6;

h) a group of the formula:



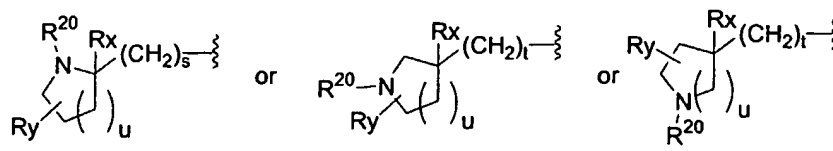
where  $\text{R}^{18}$  and  $\text{R}^{19}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{18}$  and  $\text{R}^{19}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

i) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

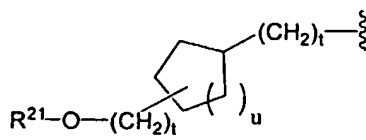
j) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

k) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$  and  $R^4$  are independently hydrogen, alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-

carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl;

$R^5$  is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylaminos, arylaminos, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m$  - wherein  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxycarbonyl-amino; alkoxycarbonyl; aryloxycarbonyl; or alkylaminocarbonylamino; provided that when  $n$  is 1,  $X$  is  $CH_2$ , and  $Z$  and  $R^3$  are H,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2-$  or  $-(CH_2)_3-$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

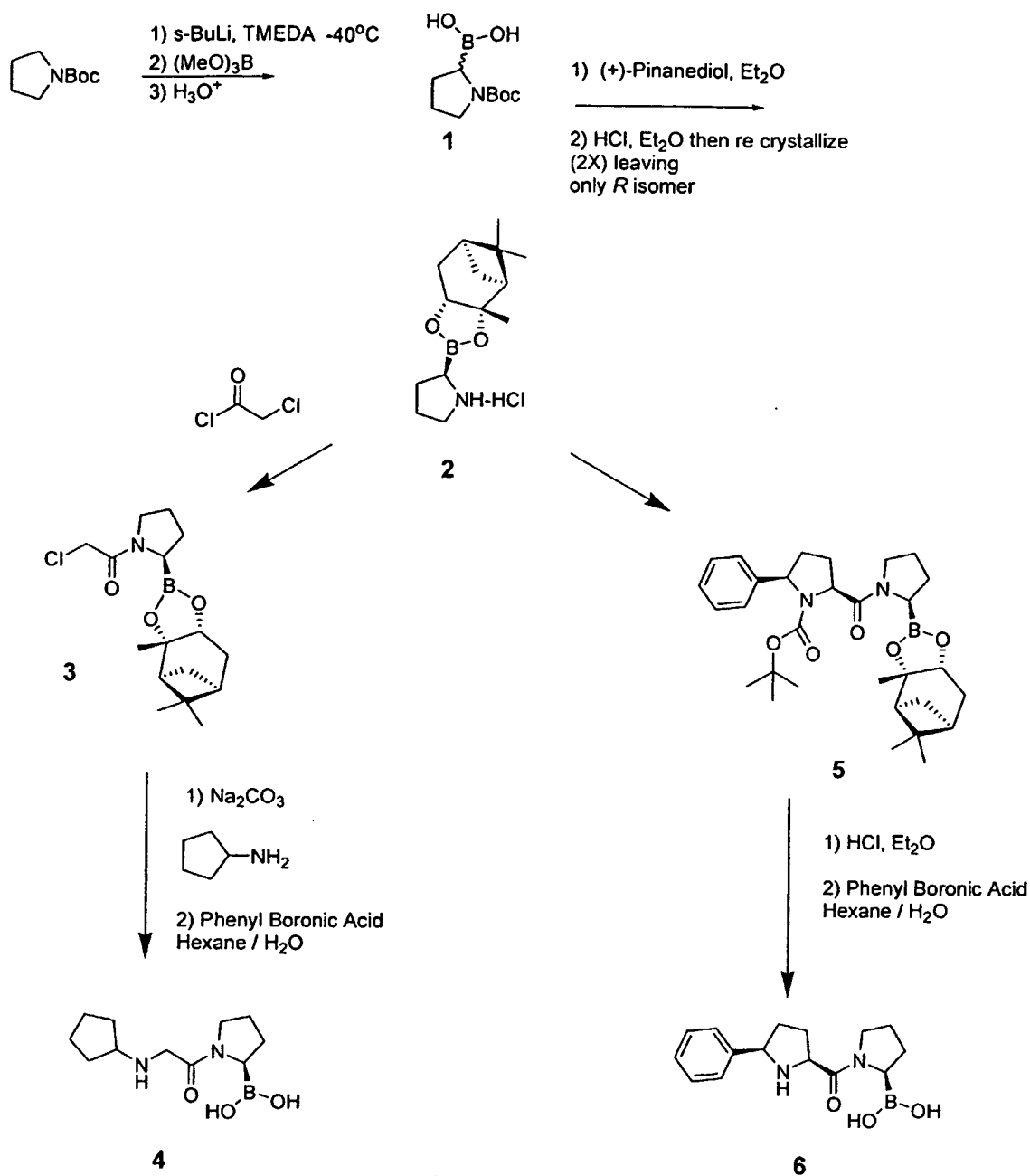
(ff)  $R^3$  is hydrogen; and  $R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 member mono- or polycyclic heterocyclic ring system

containing 1 to 3 heteroatoms selected from N, O, S, SO and SO<sub>2</sub>, wherein the heterocyclic ring system is optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and R<sup>3</sup> are H, R<sup>4</sup> and R<sup>5</sup> together are not -(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>3</sub>-; and

wherein a bond containing a wavy line signifies a point of attachment.

[0088] The invention also relates to methods for preparing the above-described compounds. As shown below and as described in the EXAMPLES, the compounds of formula I and II are prepared by reacting a cyclic amine (e.g., pyrrolidine or piperidine), suitably protected with a standard protecting group such as Boc-, Fmoc-, CBz- or the like, with sec-BuLi/TMEDA followed by B(OCH<sub>3</sub>)<sub>3</sub>, to provide the methyl boronic ester derivative. Acid hydrolysis of the methyl esters with 2N HCl provides the boronic acid intermediate 1. Reaction of 1 with (+) pinanediol, deprotection of the amino protecting group, and recrystallization provides the pinanediol ester 2 as an isomerically pure salt.

[0089] Intermediate 2 is useful for the synthesis of both series A and series B compounds. For example, N-acylation of 2 with chloroacetyl chloride provides the  $\alpha$ -chloro amide 3. Treatment of 3 with Na<sub>2</sub>CO<sub>3</sub> and cyclopentylamine, and hydrolysis of the pinanediol boronic ester, provides a compound of formula I, 4. Alternatively, coupling of intermediate 2 with N-Boc-5-phenyl-Pro using EDAC/HOBT provides amide 5. Deprotection of the amino group and hydrolysis of the boronic esters, provides a compound of formula II, 6.

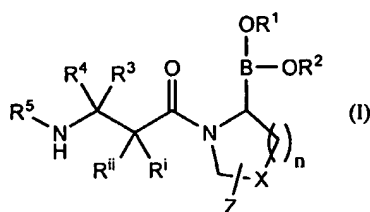


[0090] This synthetic scheme is adaptable for the preparation of all the compounds of the invention, by reacting the appropriate cyclic amine (pyrrolidine, piperidine, and other cyclic amines) with *sec*-BuLi/ $\text{B}(\text{OCH}_3)_3$ , and coupling the boronic ester intermediate with the desired acid chloride or acid via routes A or B, respectively. The appropriate cyclic amine may either be commercially available or is easily synthesized through known procedures, for example, those procedures disclosed in U.S. Patent Nos. 6,617,340;

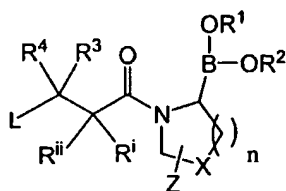


6,432,969; 6,380,398; 6,172,081; 6,166,063; 6,124,305; 6,110,949; 6,107,317; 6,011,155; and 6,395,767, which are hereby incorporated by reference in their entirety.

[0091] Thus, another aspect of the invention provides a process for preparing the compounds of formula I:

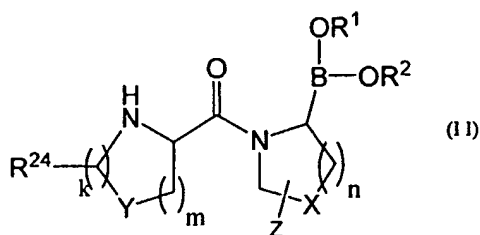


by coupling a reactive compound of formula:

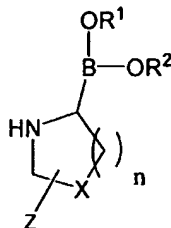


with an amine of formula:  $R^5-NH_2$ ; optionally deprotecting the boronic acid ester; and recovering the resultant compound as a free acid or as an acid addition salt; wherein L is a leaving group.  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^i$ ,  $R^{ii}$ ,  $n$ ,  $X$ , and  $Z$  are as defined herein. Preferred embodiments are those where  $R^3$  and  $R^4$  are hydrogen,  $L$  is halogen, including but not limited to  $Cl$ , and  $R^5-NH_2$  is cyclopentylamine.

[0092] Still another aspect of the invention provides a process for preparing the compounds of formula II:



by coupling a 2-boroheterocycle having the formula:



with the corresponding N-protected cyclic amino acid; optionally deprotecting the boronic acid ester; and recovering the resultant compound as a free acid or as an acid addition salt.  $R^1$  and  $R^2$  are not hydrogen, and  $n$ ,  $X$ , and  $Z$  are as defined herein. Typically the 2-boroheterocycle is a 2-boropyrrolidino or 2-boropiperidino. In some such embodiments, the N-protected cyclic amino acid is N-Boc-4-phenyl-boroPro-OH.

[0093] The compounds of the invention may be prepared in the form of pharmaceutically acceptable salts, especially acid-addition salts, including salts of organic acids and mineral acids. Examples of such salts include salts of organic acids such as formic acid, fumaric acid, acetic acid, propionic acid, glycolic acid, lactic acid, pyruvic acid, oxalic acid, succinic acid, malic acid, tartaric acid, citric acid, benzoic acid, salicylic acid and the like. Suitable inorganic acid-addition salts include salts of hydrochloric, hydrobromic, sulphuric and phosphoric acids and the like. Further examples of pharmaceutically acceptable inorganic or organic acid addition salts include the pharmaceutically acceptable salts listed in Journal of Pharmaceutical Science, 66, 2 (1977) which are known to the skilled artisan.

[0094] The acid addition salts may be obtained as the direct products of compound synthesis. In the alternative, the free base may be dissolved in a suitable solvent containing the appropriate acid, and the salt isolated by evaporating the solvent or otherwise separating the salt and solvent.

[0095] The compounds of this invention may form solvates with standard low molecular weight solvents, including water to yield hydrates, using methods known to the skilled artisan.

[0096] It is to be understood that the invention extends to all of the stereoisomeric forms of the claimed compounds, including enantiomers and diastereomers, as well as the racemates.

**Methods/Uses**

[0097] Another aspect of the invention provides methods and uses for the compounds of the invention. In one approach, the invention compounds can be administered to an individual suffering from a disease or condition mediated by a post-proline/alanine cleaving amino-dipeptidase. In this embodiment, the individual is administered an amount of the invention compound effective in reducing the activity of the post-proline/alanine cleaving amino-dipeptidase and, thereby, reducing or alleviating symptoms of the disease or condition. In some embodiments, the administered compound reduces the activity of DPP-IV. In some embodiments, the disease or condition is selected from the group consisting of diabetes, diabetic complications, hyperglycemia, Syndrome X, hyperinsulinemia, obesity, atherosclerosis and related diseases. The invention compounds to be administered may be one or more of the inventive bronchic acid compounds, which may be formulated in any manner as described here, including combination with "other type(s) of therapeutic agents" identified further below.

[0098] Other exemplary embodiments of the invention methods are represented by:

[0099] Methods for inhibiting DPP-IV comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of the invention, or a pharmaceutically acceptable acid addition salt thereof;

[00100] Methods for treating conditions mediated by DPP-IV comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of the invention, or a pharmaceutically acceptable acid addition salt thereof;

[00101] Methods for treating controlling, or preventing diabetes comprising administering to a patient of an effective amount of a compound of the invention;

[00102] Methods for treating, controlling, or preventing insulin dependent (Type I) and/or non-insulin dependent (Type 2) diabetes mellitus in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00103]** Methods for treating, controlling or preventing hyperglycemia in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00104]** Methods for treating, controlling or preventing obesity in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00105]** Methods for treating to enhance islet neogenesis, b-cell survival, and insulin biosynthesis in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00106]** Methods for treating, controlling or preventing insulin resistance in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00107]** Methods for treating, controlling or preventing one or more lipid disorders selected from the group consisting of dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low HDL, and high LDL in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00108]** Methods for treating, controlling or preventing atherosclerosis in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00109]** Methods for treating or controlling growth hormone deficiency in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00110]** Methods for modulating the immune response in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

**[00111]** Methods for treating, or controlling HIV infection in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

[00112] Methods for treating, controlling or preventing in a mammalian patient in need of such treatment one or more disorders selected from the group consisting of neutropenia, anemia, neuronal disorders, tumor growth and metastasis, benign prostatic hypertrophy, gingivitis, hypertension and osteoporosis, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

[00113] Methods for reducing sperm motility in a male in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

[00114] Methods for treating, controlling or preventing in a mammalian patient in need of such treatment one or more conditions selected from the group consisting of (1) hyperglycemia, (2) low glucose tolerance, (3) insulin resistance, (4) obesity, (5) lipid disorders, (6) dyslipidemia, (7) hyperlipidemia, (8) hypertriglyceridemia, (9) hypercholesterolemia, (10) low HDL levels, (11) high LDL levels, (12) atherosclerosis and its sequelae, (13) vascular restenosis, (14) irritable bowel syndrome, (15) inflammatory bowel disease, including Crohn's disease and ulcerative colitis, (16) rheumatoid arthritis, (17) other inflammatory conditions, (18) pancreatitis, (19) abdominal obesity, (20) neurodegenerative disease, (21) multiple sclerosis, (22) retinopathy, (23) nephropathy, (24) neuropathy, (25) Syndrome X, (26) ovarian hyperandrogenism, (27) allograft rejection in transplantation, and other conditions where insulin resistance is a component, comprising administering to the patient a therapeutically effective amount of a compound of the invention;

[00115] Methods for treating, controlling or preventing in a mammalian patient in need of such treatment one or more conditions selected from the group consisting of (1) hyperglycemia, (2) low glucose tolerance, (3) insulin resistance, (4) obesity, (5) lipid disorders, (6) dyslipidemia, (7) hyperlipidemia, (8) hypertriglyceridemia, (9) hypercholesterolemia, (10) low HDL levels, (11) high LDL levels, (12) atherosclerosis and its sequelae, (13) vascular restenosis, (14) irritable bowel syndrome, (15) inflammatory bowel disease, including Crohn's disease and ulcerative colitis, (16) rheumatoid arthritis, (17) other inflammatory conditions, (18) pancreatitis, (19) abdominal obesity, (20) neurodegenerative disease, (21) multiple sclerosis, (22) retinopathy, (23) nephropathy, (24) neuropathy, (25) Syndrome X, (26) ovarian hyperandrogenism, (27) allograft rejection in

transplantation, (28) Type II diabetes, (29) growth hormone deficiency, (30) neutropenia, (31) anemia, (32) neuronal disorders, (33) tumor growth and metastasis, (34) benign prostatic hypertrophy, (35) gingivitis, (36) hypertension, (37) osteoporosis, and other conditions that may be treated by inhibition of dipeptidyl peptidase-IV, comprising administering to the patient of a therapeutically effective amount of a first compound of the invention, or a pharmaceutically acceptable salt thereof, and one or more other compounds selected from the group consisting of:

- a) Other dipeptidyl peptidase-IV inhibitors;
- b) Insulin sensitizers selected from the group consisting of (i) PPAR agonists, (ii) biguanides, and (iii) protein phosphatase-1B inhibitors;
- c) Insulin or insulin mimetics;
- d) Sulfonylureas or other insulin secretagogues;
- e)  $\alpha$ -glucosidase inhibitors;
- f) glucagons receptor agonists;
- g) GLP-1, GLP-1 mimetics, and GLP-1 receptor agonists;
- h) GLP-2, GLP-2 mimetics, and GLP-2 receptor agonists;
- i) GIP, GIP mimetics, and GIP receptor agonists;
- j) PACAP, PACAP mimetics, and PACAP receptor 3 agonists;
- k) Cholesterol lowering agents selected from the group consisting of (i) HMG-CoA reductase inhibitors, (ii) sequestrants, (iii) nicotinyl alcohol, nicotinic acid or a salt thereof, (iv) PPAR $\alpha$  agonists, (v) PPAR $\alpha/\gamma$  dual agonists, (vi) inhibitors of cholesterol absorption, (vii) acyl CoA:cholesterol acyltransferase inhibitors, and (viii) anti-oxidants;
- l) PPAR $\delta$  agonists;
- m) Anti-obesity compounds;
- n) An ileal bile acid transporter inhibitor;
- o) Anti-inflammatory agents;
- p) G-CSF, G-CSF mimetics, and G-CSF receptor agonists; and
- q) EPO, EPO mimetics, and EPO receptor agonists.

[00116] Methods for the treatment, control, or prevention of one or more conditions selected from the group consisting of hypercholesterolemia, atherosclerosis, low HDL levels, high LDL levels, hyperlipidemia, hypertriglyceridemia, and dyslipidemia, comprising administering to a mammalian patient in need of such treatment a

therapeutically effective amount of a compound of the invention and an HMG-CoA reductase inhibitor;

[00117] Methods wherein the HMC-CoA reductase inhibitor is a statin;

[00118] Methods wherein the statin is selected from the group consisting of lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, itavastatin, ZD-4522 and rivastatin;

[00119] Methods for treating, controlling or preventing atherosclerosis, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of the invention and an HMG-CoA reductase inhibitor;

[00120] Methods for treating, controlling or preventing obesity, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of the invention and an anti-obesity agent;

[00121] Methods wherein the anti-obesity agent is a beta-3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor beta compound, an anorectic agent, and/or a fatty acid oxidation upregulator;

[00122] Methods wherein the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, famoxin, and/or mazindol;

[00123] Methods for the treatment, control, or prevention of neutropenia comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of the invention and a neutrophilic agent;

[0100] Methods for the treatment, control, or prevention of neutropenia wherein the neutrophilic agent is G-CSF, a G-CSF mimetic, or a G-CSF receptor agonist;

[0101] Methods for the treatment, control, or prevention of neutropenia wherein the neutrophilic agent is pegfilgrastim, filgrastim, lenograstim, or nartograstim;

[0102] Methods for the treatment, control, or prevention of anemia, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of the invention and a erythropoietin agonist;

[0103] Methods for the treatment, control, or prevention of anemia wherein the erythropoietin agonist is EPO, an EPO mimetic, or an EPO receptor agonist;

[0104] Methods for the treatment, control, or prevention of anemia wherein the erythropoietin agonist is epoetin alfa, or darbepoetin alfa;

[0105] Methods for treating diabetes, insulin resistance, hyperglycemia, hyperinsulinemia, or elevated blood levels of free fatty acids or glycerol, obesity, Syndrome X, dysmetabolic syndrome, diabetic complications, hypertriglyceridemia, hyperinsulinemia, atherosclerosis, impaired glucose homeostasis, impaired glucose tolerance, infertility, polycystic ovary syndrome, growth disorders, frailty, arthritis, allograft rejection in transplantation, autoimmune diseases, AIDS, intestinal diseases, inflammatory bowel syndrome, nervosa, osteoporosis, or an immunomodulatory disease or a chronic inflammatory bowel disease, comprising administering to a mammalian species in need of treatment a therapeutically effective amount of a compound of the invention;

[0106] Methods for treating type II diabetes and/or obesity;

[0107] A variety of uses of the invention compounds are possible along the lines of the various methods of the treating an individual such as a mammal described above.

Exemplary uses of the invention methods are represented by:

[0108] Use of a compound of the invention for the manufacture of a medicament for treating a condition that may be regulated or normalized via inhibition of DPP-IV;

[0109] Use of a compound of the invention for the manufacture of a medicament for treatment of metabolic disorders;

[0110] Use of a compound of the invention for the manufacture of a medicament for blood glucose lowering;

[0111] Use of a compound of the invention for the manufacture of a medicament for treatment of type II diabetes;

[0112] Use of a compound of the invention for the manufacture of a medicament for the treatment of impaired glucose tolerance (IGT);



- [0113] Use of a compound of the invention for the manufacture of a medicament for the treatment of impaired fasting glucose (IFG);
- [0114] Use of a compound of the invention for the manufacture of a medicament for prevention of hyperglycemia;
- [0115] Use of a compound of the invention for the manufacture of a medicament for delaying the progression of impaired glucose tolerance (IGT) to type II diabetes;
- [0116] Use of a compound of the invention for the manufacture of a medicament for delaying the progression of non-insulin requiring type II diabetes to insulin requiring type II diabetes;
- [0117] Use of a compound of the invention for the manufacture of a medicament for increasing the number and/or the size of beta cells in a mammalian subject;
- [0118] Use of a compound of the invention for the manufacture of a medicament for treatment of beta cell degeneration, in particular apoptosis of beta cells.
- [0119] Use of a compound of the invention for the manufacture of a medicament for the treatment of disorders of food intake;
- [0120] Use of a compound of the invention for the manufacture of a medicament for the treatment of obesity;
- [0121] Use of a compound of the invention for the manufacture of a medicament for appetite regulation or induction of satiety;
- [0122] Use of a compound of the invention for the manufacture of a medicament for the treatment of dyslipidemia;
- [0123] Use of a compound of the invention for the manufacture of a medicament for treatment of functional dyspepsia, in particular irritable bowel syndrome; and
- [0124] Methods for treating the conditions mentioned above by administering to a subject in need thereof an effective amount of a compound of the invention.

### Combination Treatments

- [0125] The compounds of the invention may be used in combination with one or more other types of antidiabetic agents (employed to treat diabetes and related diseases) and/or one or more other types of therapeutic agents which may be administered orally in the same dosage form, in a separate oral dosage form or by injection.
- [0126] The other type of antidiabetic agent which may be optionally employed in combination with the DPP-IV inhibitors of the invention may be 1,2,3 or more antidiabetic agents or antihyperglycemic agents including insulin secretagogues or insulin sensitizers, or other antidiabetic agents preferably having a mechanism of action different from DPP-IV inhibition and may include biguanides, sulfonyl ureas, glucosidase inhibitors, PPAR  $\gamma$  agonists, such as thiazolidinediones, SGLT2 inhibitors, PPAR  $\alpha/\gamma$  dual agonists, aP2 inhibitors, glycogen phosphorylase inhibitors, advanced glycosylation end (AGE) products inhibitors, and/or meglitinides, as well as insulin, and/or glucagon-like peptide-1 (GLP-1) or mimetics thereof.
- [0127] The use of the compounds of the invention in combination with 1, 2, 3 or more other antidiabetic agents may produce antihyperglycemic results greater than that possible from each of these medicaments alone and greater than the combined additive antihyperglycemic effects produced by these medicaments.
- [0128] The other antidiabetic agent may be an oral antihyperglycemic agent preferably a biguanide such as metformin or phenformin or salts thereof, preferably metformin HCl.
- [0129] Where the other antidiabetic agent is a biguanide, the compounds of the invention will be employed in a weight ratio to biguanide within the range from about 0.01:1 to about 100:1, preferably from about 0.1:1 to about 5:1.
- [0130] Preferably, the other antidiabetic agent can be a sulfonyl urea such as glyburide (also known as glibenclamide), glimepiride (disclosed in U.S. patent No. 4,379,785), glipizide, gliclazide or chlorpropamide, other known sulfonylureas or other antihyperglycemic agents which act on the ATP-dependent channel of the  $\gamma$ -cells, with glyburide and glipizide being preferred, which may be administered in the same or in separate oral dosage forms.

[0131] The compounds of the invention will be employed in a weight ratio to the sulfonyl urea in the range from about 0.01:1 to about 100:1, preferably from about 0.05:1 to about 5:1.

[0132] The oral antidiabetic agent may also be a glucosidase inhibitor such as acarbose (disclosed in U.S. patent No. 4,904,769) or miglitol (disclosed in U.S. patent No. 4,639,436), which may be administered in the same or in a separate oral dosage forms.

[0133] The compounds of the invention will be employed in a weight ratio to the glucosidase inhibitor within the range from about 0.01:1 to about 100:1, preferably from about 0.2:1 to about 50:1.

[0134] The compounds of the invention may be employed in combination with a PPAR  $\gamma$  agonist such as a thiazolidinedione oral anti-diabetic agent or other insulin sensitizers (which has an insulin sensitivity effect in NIDDM patients) such as troglitazone (Warner-Lambert's Rezulin®, disclosed in U.S. patent No. 4,572,912), rosiglitazone (en), pioglitazone (Takeda), Mitsubishi MCC-555 (disclosed in U.S. patent No. 5,594,016), Glaxo-Wellcome's GL-262570, englitazone (CP-68722, Pfizer) or darglitazone (CP-86325, Pfizer), isaglitazone (MIT/J&J), JTT-501 (JPNT/P&U), L-895645 (Merck), R-119702 (Sankyo/WL), NN-2344 (Dr. Reddy/NN), or YM-440 (Yamanouchi), preferably rosiglitazone and pioglitazone.

[0135] The compounds of the invention will be employed in a weight ratio to the thiazolidinedione in an amount within the range from about 0.01:1 to about 100:1, preferably from about 0.1:1 to about 10:1.

[0136] The sulfonyl urea and thiazolidinedione in amounts of less than about 150 mg oral antidiabetic agent may be incorporated in a single tablet with the compounds of the invention.

[0137] The compounds of the invention may also be employed in combination with an antihyperglycemic agent such as insulin or with glucagon-like peptide-1 (GLP-1) such as GLP-1(1-36) amide, GLP-1(7-36) amide, GLP-1(7-36) (as disclosed in U.S. Patent No. 5,614,492 to Habener, disclosure of which is incorporated herein by reference), or a GLP-1 mimic such as AC2993 or Exendin-4 (Amylin) and LY-315902 or LY-307167 (Lilly) and

NN2211 (Novo-Nordisk), which may be administered via injection, intranasal, or by transdermal or buccal devices.

[0138] Where present, metformin, the sulfonyl ureas, such as glyburide, glimepiride, glipiride, glipizide, chlorpropamide and gliclazide and the glucosidase inhibitors acarbose or miglitol or insulin (injectable, pulmonary, buccal, or oral) may be employed in formulations as described above and in amounts and dosing as indicated in the PHYSICIAN'S DESK REFERENCE (PDR).

[0139] Where present, metformin or salt thereof may be employed in amounts within the range from about 500 to about 2000 mg per day which may be administered in single or divided doses one to four times daily.

[0140] Where present, the thiazolidinedione anti-diabetic agent may be employed in amounts within the range from about 0.01 to about 2000 mg/day which may be administered in single or divided doses one to four times per day.

[0141] Where present insulin may be employed in formulations, amounts and dosing as indicated by the PHYSICIAN'S DESK REFERENCE.

[0142] Where present GLP-1 peptides may be administered in oral buccal formulations, by nasal administration (for example inhalation spray) or parenterally as described in U.S. Patent Nos. 5,346,701 (TheraTech), 5,614,492 and 5,631,224 which are incorporated herein by reference.

[0143] The other antidiabetic agent may also be a PPAR  $\alpha/\gamma$  dual agonist such as AR-HO39242 (Astra/Zeneca), GW-409544 (Glaxo-Wellcome), KRP297 (Kyorin Merck), as well as those disclosed by Murakami *et al.*, "A Novel Insulin Sensitizer Acts As a Coligand for Peroxisome Proliferation--Activated Receptor Alpha (PPAR alpha) and PPAR gamma. Effect on PPAR alpha Activation on Abnormal Lipid Metabolism in Liver of Zucker Fatty Rats," *Diabetes* 47: 1841-47 (1998), and in U.S. application Ser. No. 09/664,598, filed Sep. 18, 2000, (attorney file LA29NP), the disclosure of which is incorporated herein by reference, employing dosages as set out therein, which compounds designated as preferred are preferred for use herein.

[0144] The other antidiabetic agent may be an SGLT2 inhibitor, as disclosed in U.S. Application Ser. No. 09/679,027, filed Oct. 4, 2000 (attorney file LA49NP), which is incorporated herein by reference, employing dosages as set out herein. Preferred are the compounds designated as preferred in the above application.

[0145] The other antidiabetic agent, which may be employed in combination with the DPP-IV inhibitors in accordance with the present invention, can be an aP2 inhibitor, 09/519,079, filed Mar. 6, 2000 (attorney file LA27NP), which are each incorporated herein by reference, employing dosages as set out herein. Preferred antidiabetic agents to be used in combination with the invention compounds are those indicated as preferred in the above cited patents.

[0146] The other antidiabetic agent that may be employed with the DPP-IV inhibitors of the invention can be a glycogen phosphorylase inhibitor as disclosed, for instance, in WO 96/39384, WO 96/39385, WO 99/26659, WO 99/43663, WO 2000/47206, EP 978279, EP 1041068, and U.S. patents No. 5,952,322 and No. 5,998,463.

[0147] The meglitinide which may optionally be employed in combination with the compound of the invention may be repaglinide, nateglinide (Novartis) or KAD1229 (PF/Kissei), with repaglinide being preferred.

[0148] The DPP-IV inhibitors of the invention will be employed in a weight ratio to the meglitinide, PPAR  $\gamma$  agonist, PPAR  $\alpha/\gamma$  dual agonist, SGLT2 inhibitor, aP2 inhibitor, or glycogen phosphorylase inhibitor within the range from about 0.01:1 to about 100:1, preferably from about 0.1:1 to about 10:1.

[0149] The hypolipidemic agent or lipid-modulating agent which may be optionally employed in combination with the compounds of the invention may include 1,2,3 or more MTP inhibitors, HMG CoA reductase inhibitors, squalene synthetase inhibitors, fibric acid derivatives, ACAT inhibitors, lipoxygenase inhibitors, cholesterol absorption inhibitors, ileal Na<sup>+</sup>/bile acid cotransporter inhibitors, upregulators of LDL receptor activity, ATP citrate lyase inhibitors, cholesteryl ester transfer protein inhibitors, bile acid sequestrants, and/or nicotinic acid and derivatives thereof.

[0150] MTP inhibitors employed herein include MTP inhibitors disclosed in U.S. patents No. 5,595,872, No. 5,739,135, No. 5,712,279, No. 5,760,246, No. 5,827,875, No.

5,885,983, and No. 5,962,440. MTP inhibitors preferred herein are those identified as being preferred in the above referenced patents.

[0151] Most preferred MTP inhibitors, in accordance with the present invention, are implitapide (Bayer) and those set out in U.S. patents No. 5,739,135, No. 5,712,279, and No. 5,760,246. A particularly preferred MTP inhibitor in this context is 9-[4-[4-[[2-(2,2,2-Trifluoroethoxy)-benzoyl]amino]-1-piperidinyl] butyl]-N-(2,2,2-trifluoroethyl)-9H-fluorene-9-carboxamide.

[0152] The hypolipidemic agent may be an HMG CoA reductase inhibitor which includes, but is not limited to, mevastatin and related compounds as disclosed in U.S. patent No. 3,983,140, lovastatin (mevinolin) and related compounds disclosed in U.S. patent No. 4,231,938, pravastatin and related compounds such as disclosed in U.S. Patent No. 4,346,227, simvastatin and related compounds as disclosed in U.S. Patent Nos. 4,448,784 and 4,450,171. Other HMG CoA reductase inhibitors which may be employed herein include, but are not limited to, fluvastatin, disclosed in U.S. Patent No. 5,354,772, cerivastatin disclosed in U.S. patents No. 5,006,530 and No. 5,177,080, atorvastatin disclosed in U.S. patents No. 4,681,893, No. 5,273,995, No. 5,385,929 and No. 5,686,104, atavastatin (Nissan/Sankyo nisvastatin (NK-104)), disclosed in U.S. patent No. 5,011,930, and Shionogi-Astra/Zeneca visastatin (ZD-4522), disclosed in U.S. patent No. 5,260,440.

[0153] The squalene synthetase inhibitors suitable for use herein include, but are not limited to,  $\alpha$ -phosphono-sulfonates disclosed in U.S. Patent No. 5,712,396, those disclosed by Biller et al, J. Med. Chem., 1988, Vol. 11, No. 10, pp 1869-1871, including isoprenoid (phosphinyl-methyl)phosphonates as well as other known squalene synthetase inhibitors, for example, as disclosed in U.S. Patent Nos. 4,871,721 and 4,924,024 and in Biller, S. A., Neuenschwander, K., Ponpipom, M. M., and Poulter, C. D., Current Pharmaceutical Design, 2, 1-40 (1996).

[0154] In addition, other squalene synthetase inhibitors suitable for use herein include the terpenoid pyrophosphates disclosed by P. Ortiz de Montellano et al, J. Med. Chem., 1977, 20, 243-249, the farnesyl diphosphate analog A and presqualene pyrophosphate (PSQ-PP) analogs as disclosed by Corey and Volante, J. Am. Chem. Soc., 1976, 98, 1291-1293, phosphinylphosphonates reported by McClard, R. W. et al, J.A.C.S., 1987, 10, 5544

and cyclopropanes reported by Capson, T. L., PhD dissertation, June, 1987, Dept. Med. Chem. U of Utah, Abstracts Table of Contents, pp 16, 17, 40-43, 48-51, Summary.

[0155] Other hypolipidemic agents suitable for use herein include, but are not limited to, fibric acid derivatives, such as fenofibrate, gemfibrozil, clofibrate, bezafibrate, ciprofibrate, clinofibrate, and the like, probucol, and related compounds as disclosed in U.S. Patent No. 3,674,836, probucol and gemfibrozil being preferred, bile acid sequestrants such as cholestyramine, colestipol and DEAE-Sephadex (Secholex®, Policexide®), as well as lipostabil (Rhone-Poulenc), Eisai E-5050 (an N-substituted ethanolamine derivative), imanixil (HOE-402), tetrahydrolipstatin (THL), istigmastanylphos-phorylcholine (SPC, Roche), aminocyclodextrin (Tanabe Seiyoku), Ajinomoto AJ-814 (azulene derivative), melinamide (Sumitomo), Sandoz 58-035, American Cyanamid CL-277,082 and CL-283,546 (disubstituted urea derivatives), nicotinic acid, acipimox, acifran, neomycin, p-aminosalicylic acid, aspirin, poly(diallylmethylamine) derivatives such as disclosed in U.S. Patent No. 4,759,923, quaternary amine poly(diallyldimethylammonium chloride) and ionenes such as disclosed in U.S. Patent No. 4,027,009, and other known serum cholesterol lowering agents.

[0156] The other hypolipidemic agent may be an ACAT inhibitor such as disclosed in 24 DRUGS OF THE FUTURE 9-15 (Avasimibe 1999), "The ACAT inhibitor, Cl-1011 is effective in the prevention and regression of aortic fatty streak area in hamsters", Nicolosi et al, Atherosclerosis (Shannon, Irel). (1998), 137(1), 77-85; "The pharmacological profile of FCE 27677: a novel ACAT inhibitor with potent hypolipidemic activity mediated by selective suppression of the hepatic secretion of ApoB100-containing lipoprotein", Ghiselli, Giancarlo, Cardiovasc. Drug Rev. (1998), 16(1), 16-30; "RP 73163: a bioavailable alkylsulfinyl-diphenylimidazole ACAT inhibitor", Smith, C., et al, Bioorg. Med. Chem. Lett. (1996), 6(1), 47-50; "ACAT inhibitors: physiologic mechanisms for hypolipidemic and anti-atherosclerotic activities in experimental animals", Krause et al, Editor(s): Ruffolo, Robert R., Jr.; Hollinger, Manfred A., Inflammation: Mediators Pathways (1995), 173-98, Publisher: CRC, Boca Raton, Fla.; "ACAT inhibitors: potential anti-atherosclerotic agents", Sliskovic et al, Curr. Med. Chem. (1994), 1(3), 204-25; "Inhibitors of acyl-CoA:cholesterol O-acyl transferase (ACAT) as hypocholesterolemic agents. 6. The first water-soluble ACAT inhibitor with lipid-regulating activity. Inhibitors of acyl-CoA:cholesterol acyltransferase (ACAT). 7. Development of a series of substituted N-phenyl-N'-(1-

phenylcyclopentyl)methyl]ureas with enhanced hypocholesterolemic activity", Stout et al, Chemtracts: Org. Chem. (1995), 8(6), 359-62, or TS-962 (Taisho Pharmaceutical Co. Ltd).

[0157] The hypolipidemic agent may be an upregulator of LDL receptor activity such as MD-700 (Taisho Pharmaceutical Co. Ltd) and LY295427 (Eli Lilly).

[0158] The hypolipidemic agent may be a cholesterol absorption inhibitor preferably Schering-Plough's SCH48461 as well as those disclosed in Atherosclerosis 115, 45-63 (1995) and J. Med. Chem. 41, 973 (1998).

[0159] The hypolipidemic agent may be an ileal Na<sup>+</sup>/bile acid cotransporter inhibitor such as disclosed in Drugs of the Future, 24, 425-430 (1999).

[0160] The lipid-modulating agent may be a cholesteryl ester transfer protein (CETP) inhibitor such as Pfizer's CP 529,414 (WO/0038722 and EP 818448) and Pharmacia's SC-744 and SC-795.

[0161] The ATP citrate lyase inhibitor which may be employed in the combination of the invention may include, for example, those disclosed in U.S. patent No. 5,447,954.

[0162] Preferred hypolipidemic agents are pravastatin, lovastatin, simvastatin, atorvastatin, fluvastatin, cerivastatin, atavastatin and ZD-4522.

[0163]. The above-mentioned U.S. patents are incorporated herein by reference. The amounts and dosages employed will be as indicated in the Physician's Desk Reference and/or in the patents set out above.

[0164] The compounds of the invention will be employed in a weight ratio to the hypolipidemic agent (where present), within the range from about 500:1 to about 1:500, preferably from about 100:1 to about 1:100.

[0165] The dose administered must be carefully adjusted according to age, weight and condition of the patient, as well as the route of administration, dosage form and regimen and the desired result.

[0166] The dosages and formulations for the hypolipidemic agent will be as disclosed in the various patents and applications discussed above.



[0167] The dosages and formulations for the other hypolipidemic agent to be employed, where applicable, will be as set out in the latest edition of the Physicians' Desk Reference.

[0168] For oral administration, a satisfactory result may be obtained employing the MTP inhibitor in an amount within the range of from about 0.01 mg/kg to about 500 mg and preferably from about 0.1 mg to about 100 mg, one to four times daily.

[0169] An oral dosage form, such as tablets or capsules, will contain the MTP inhibitor in an amount of from about 1 to about 500 mg, preferably from about 2 to about 400 mg, and more preferably from about 5 to about 250 mg, one to four times daily.

[0170] For oral administration, a satisfactory result may be obtained employing an HMG CoA reductase inhibitor, for example, pravastatin, lovastatin, simvastatin, atorvastatin, fluvastatin or cerivastatin in dosages employed as indicated in the PHYSICIAN'S DESK REFERENCE, such as in an amount within the range of from about 1 to 2000 mg, and preferably from about 4 to about 200 mg.

[0171] The squalene synthetase inhibitor may be employed in dosages in an amount within the range of from about 10 mg to about 2000 mg and preferably from about 25 mg to about 200 mg.

[0172] A preferred oral dosage form, such as tablets or capsules, will contain the HMG CoA reductase inhibitor in an amount from about 0.1 to about 100 mg, preferably from about 5 to about 80 mg, and more preferably from about 10 to about 40 mg.

[0173] A preferred oral dosage form, such as tablets or capsules will contain the squalene synthetase inhibitor in an amount of from about 10 to about 500 mg, preferably from about 25 to about 200 mg.

[0174] The other hypolipidemic agent may also be a lipoxxygenase inhibitor including a 15-lipoxxygenase (15-LO) inhibitor such as benzimidazole derivatives as disclosed in WO 97/12615, 15-LO inhibitors as disclosed in WO 97/12613, isothiazolones as disclosed in WO 96/38144, and 15-LO inhibitors as disclosed by Sendobry et al "Attenuation of diet-induced atherosclerosis in rabbits with a highly selective 15-lipoxxygenase inhibitor lacking significant antioxidant properties", Brit. J. Pharmacology (1997) 120, 1199-1206, and

Cornicelli et al, "15-Lipoxygenase and its Inhibition: A Novel Therapeutic Target for Vascular Disease", Current Pharmaceutical Design, 1999, 5, 11-20.

[0175] The compounds of the invention and the hypolipidemic agent may be employed together in the same oral dosage form or in separate oral dosage forms taken at the same time.

[0176] The compositions described above may be administered in the dosage forms as described above in single or divided doses of one to four times daily. It may be advisable to start a patient on a low dose combination and work up gradually to a high dose combination.

[0177] The preferred hypolipidemic agent is pravastatin, simvastatin, lovastatin, atorvastatin, fluvastatin or cerivastatin.

[0178] The other type of therapeutic agent which may be optionally employed with the DPP-IV inhibitors of the invention may be 1, 2, 3 or more of an anti-obesity agent including a beta 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor beta drug, an anorectic agent and/or a fatty acid oxidation upregulator.

[0179] The beta 3 adrenergic agonist which may be optionally employed in combination with a compound of the invention may be AJ9677 (Takeda/Dainippon), L750355 (Merck), or CP331648 (Pfizer) or other known beta 3 agonists as disclosed in U.S. patents No. 5,541,204, No. 5,770,615, No. 5,491,134, No. 5,776,983 and No. 5,488,064, with AJ9677, L750,355 and CP331648 being preferred.

[0180] The lipase inhibitor which may be optionally employed in combination with a compound of the invention may be orlistat or ATL-962 (Alizyme), with orlistat being preferred.

[0181] The serotonin (and dopamine) reuptake inhibitor which may be optionally employed in combination with a compound of the invention may be sibutramine, topiramate (Johnson & Johnson) or axokine (Regeneron), with sibutramine and topiramate being preferred.

[0182] The thyroid receptor beta compound which may be optionally employed in combination with a compound of the invention may be a thyroid receptor ligand as

disclosed in WO97/21993 (U. Cal SF), WO099/00353 (KaroBio) and GB98/284425 (KaroBio), with compounds of the KaroBio applications being preferred.

**[0183]** The anorectic agent which may be optionally employed in combination with a compound of the invention may be dexamphetamine, phentermine, phenylpropanolamine or mazindol, with dexamphetamine being preferred.

**[0184]** The fatty acid oxidation upregulator which may be optionally employed in combination with the compound of the invention can be famoxin (Genset).

**[0185]** The various anti-obesity agents described above may be employed in the same dosage form with the compound of the invention or in different dosage forms, in dosages and regimens as generally known in the art or in the PDR.

**[0186]** The infertility agent which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be 1, 2, or more of clomiphene citrate (Clomid®, Aventis), bromocriptine mesylate (Parlodel®, Novartis), LHRH analogs, Lupron (TAP Pharm.), danazol, Danocrine (Sanofi), progestogens or glucocorticoids, which may be employed in amounts specified in the PDR.

**[0187]** The agent for polycystic ovary syndrome which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be 1, 2, or more of gonadotropin releasing hormone (GnRH), leuprolide (Lupron®), Clomid®, Parlodel®, oral contraceptives or insulin sensitizers such as PPAR agonists, or other conventional agents for such use which may be employed in amounts specified in the PDR.

**[0188]** The agent for treating growth disorders and/or frailty which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be 1, 2, or more of a growth hormone or growth hormone secretagogue such as MK-677 (Merck), CP-424,391 (Pfizer), and compounds disclosed in U.S. Ser. No. 09/506,749 filed Feb. 18, 2000 (attorney docket LA26), as well as selective androgen receptor modulators (SARMs), which is incorporated herein by reference, which may be employed in amounts specified in the PDR, where applicable.

**[0189]** The agent for treating arthritis which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be 1, 2, or more of aspirin, indomethacin,

ibuprofen, diclofenac sodium, naproxen, nabumetone (Relafen®, SmithKline Beecham), tolmetin sodium (Tolectin®, Ortho-McNeil), piroxicam (Feldene®, Pfizer), ketorolac tromethamine (Toradol®, Roche), celecoxib (Celebrex®, Searle), rofecoxib (Vioxx®, Merck) and the like, which may be employed in amounts specified in the PDR.

[0190] Conventional agents for preventing allograft rejection in transplantation such as cyclosporin, Sandimmune (Novartis), azathioprine, Immuran (Faro) or methotrexate may be optionally employed in combination with the DPP-IV inhibitor of the invention, which may be employed in amounts specified in the PDR.

[0191] Conventional agents for treating autoimmune diseases such as multiple sclerosis and immunomodulatory diseases such as lupus erythematosus, psoriasis, for example, azathioprine, Immuran, cyclophosphamide, NSAIDS such as ibuprofen, cox 2 inhibitors such as Vioxx and Celebrex, glucocorticoids and hydroxychloroquine, may be optionally employed in combination with the DPP-IV inhibitor of the invention, which may be employed in amounts specified in the PDR.

[0192] The AIDS agent which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be a non-nucleoside reverse transcriptase inhibitor, a nucleoside reverse transcriptase inhibitor, a protease inhibitor and/or an AIDS adjunct anti-infective and may be 1, 2, or more of dronabinol (Marinol®, Roxane Labs), didanosine (Videx®, Bristol-Myers Squibb), megestrol acetate (Megace®, Bristol-Myers Squibb), stavudine (Zerit®, Bristol-Myers Squibb), delavirdine mesylate (Rescriptor®, Pharmacia), lamivudine/zidovudine (Combivir.TM., Glaxo), lamivudine (Epivir.TM., Glaxo), zalcitabine (Hivid®, Roche), zidovudine (Retrovir®, Glaxo), indinavir sulfate (Crixivan®, Merck), saquinavir (Fortovase.TM., Roche), saquinovir mesylate (Invirase®, Roche), ritonavir (Norvir®, Abbott), nelfinavir (Viracept®, Agouron).

[0193] The above anti-AIDS agents may be employed in amounts specified in the PDR.

[0194] The agent for treating inflammatory bowel disease or syndrome which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be 1, 2, or more of sulfasalazine, salicylates, mesalamine (Asacol®, P&G) or Zelmec®, (Bristol-Myers Squibb), which may be employed in amounts specified in the PDR or otherwise known in the art.

[0195] The agent for treating osteoporosis which may be optionally employed in combination with the DPP-IV inhibitor of the invention may be 1, 2, or more of alendronate sodium (Fosamax®, Merck, tiludronate (Skelid®, Sanofi), etidronate disodium (Didronel®, P&G), raloxifene HCl (Evista®, Lilly), which may be employed in amounts specified in the PDR.

[0196] In carrying out the methods of the invention, a pharmaceutical composition may be employed containing the compounds of the invention, with or without another antidiabetic agent and/or other type therapeutic agent, in association with a pharmaceutical vehicle or diluent. The pharmaceutical composition can be formulated employing conventional solid or liquid vehicles or diluents and pharmaceutical additives of a type appropriate to the mode of desired administration. The compounds can be administered to mammalian species including humans, monkeys, dogs, etc. by an oral route, for example, in the form of tablets, capsules, granules or powders, or they can be administered by a parenteral route in the form of injectable preparations. The dose for adults is preferably between 10 and 1,000 mg per day, which can be administered in a single dose or in the form of individual doses from 1-4 times per day.

[0197] A typical capsule for oral administration contains compounds of the invention (250 mg), lactose (75 mg) and magnesium stearate (15 mg). The mixture is passed through a 60 mesh sieve and packed into a No. 1 gelatin capsule. A typical injectable preparation is produced by aseptically placing 250 mg of compounds of the invention into a vial, aseptically freeze-drying and sealing. For use, the contents of the vial are mixed with 2 mL of physiological saline, to produce an injectable preparation.

[0198] DPP-IV inhibitor activity of the compounds of the invention may be determined by use of an in vitro assay system which measures the potentiation of inhibition of DPP-IV. Inhibition constants ( $K_i$  values) for the DPP-IV inhibitors of the invention may be determined by the method described below.

### **Pharmaceutical Compositions**

[0199] Pharmaceutical compositions containing a compound of the invention of the invention may be prepared by conventional techniques, e.g. as described in Remington: The Science and Practice of Pharmacy, 19th Ed., 1995. The compositions may appear in

conventional forms, for example capsules, tablets, aerosols, solutions, suspensions or topical applications.

[0200] Typical compositions include a compound of the invention which inhibits the enzymatic activity of DPP-IV or a pharmaceutically acceptable basic addition salt or prodrug or hydrate thereof, associated with a pharmaceutically acceptable excipient which may be a carrier or a diluent or be diluted by a carrier, or enclosed within a carrier which can be in the form of a capsule, sachet, paper or other container. In making the compositions, conventional techniques for the preparation of pharmaceutical compositions may be used. For example, the active compound will usually be mixed with a carrier, or diluted by a carrier, or enclosed within a carrier which may be in the form of a ampoule, capsule, sachet, paper, or other container. When the carrier serves as a diluent, it may be solid, semi-solid, or liquid material that acts as a vehicle, excipient, or medium for the active compound. The active compound can be adsorbed on a granular solid container for example in a sachet. Some examples of suitable carriers are water, salt solutions, alcohols, polyethylene glycols, polyhydroxyethoxylated castor oil, peanut oil, olive oil, gelatin, lactose, terra alba, sucrose, dextrin, magnesium carbonate, sugar, cyclodextrin, amylose, magnesium stearate, talc, gelatin, agar, pectin, acacia, stearic acid or lower alkyl ethers of cellulose, silicic acid, fatty acids, fatty acid amines, fatty acid monoglycerides and diglycerides, pentaerythritol fatty acid esters, polyoxyethylene, hydroxymethylcellulose and polyvinylpyrrolidone. Similarly, the carrier or diluent may include any sustained release material known in the art, such as glyceryl monostearate or glyceryl distearate, alone or mixed with a wax. The formulations may also include wetting agents, emulsifying and suspending agents, preserving agents, sweetening agents or flavoring agents. The formulations of the invention may be formulated so as to provide quick, sustained, or delayed release of the active ingredient after administration to the patient by employing procedures well known in the art.

[0201] The pharmaceutical compositions can be sterilized and mixed, if desired, with auxiliary agents, emulsifiers, salt for influencing osmotic pressure, buffers and/or coloring substances and the like, which do not deleteriously react with the active compounds.

[0202] The route of administration may be any route, which effectively transports the active compound of the invention which inhibits the enzymatic activity of DPP-IV to the

appropriate or desired site of action, such as oral, nasal, pulmonary, buccal, subdermal, intradermal, transdermal or parenteral, e.g., rectal, depot, subcutaneous, intravenous, intraurethral, intramuscular, intranasal, ophthalmic solution or an ointment, the oral route being preferred.

**[0203]** If a solid carrier is used for oral administration, the preparation may be tableted, placed in a hard gelatin capsule in powder or pellet form or it can be in the form of a troche or lozenge. If a liquid carrier is used, the preparation may be in the form of a syrup, emulsion, soft gelatin capsule or sterile injectable liquid such as an aqueous or non-aqueous liquid suspension or solution.

**[0204]** For nasal administration, the preparation may contain a compound of the invention which inhibits the enzymatic activity of DPP-IV, dissolved or suspended in a liquid carrier, in particular an aqueous carrier, for aerosol application. The carrier may contain additives such as solubilizing agents, e.g., propylene glycol, surfactants, absorption enhancers such as lecithin (phosphatidylcholine) or cyclodextrin, or preservatives such as parabenes.

**[0205]** For parenteral application, particularly suitable are injectable solutions or suspensions, preferably aqueous solutions with the active compound dissolved in polyhydroxylated castor oil.

**[0206]** Tablets, dragees, or capsules having talc and/or a carbohydrate carrier or binder or the like are particularly suitable for oral application. Preferable carriers for tablets, dragees, or capsules include lactose, corn starch, and/or potato starch. A syrup or elixir can be used in cases where a sweetened vehicle can be employed.

**[0207]** A typical tablet that may be prepared by conventional tableting techniques may contain:

Core:

Active compound (as free compound or salt thereof)	250 mg
Colloidal silicon dioxide (Aerosil)®	1.5 mg
Cellulose, microcryst. (Avicel)®	70 mg
Modified cellulose gum (Ac-Di-Sol)®	7.5 mg
Magnesium stearate	Ad.

Coating:

HPMC approx.	9 mg
*Mywacett 9-40 T approx.	0.9 mg

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\*Acylated monoglyceride used as plasticizer for film coating.

[0208] The compounds of the invention may be administered to a mammal, especially a human in need of such treatment, prevention, elimination, alleviation or amelioration of the various diseases as mentioned above, e.g., type II diabetes, IGT, IFG, obesity, appetite regulation or as a blood glucose lowering agent, and especially type II diabetes. Such mammals include also animals, both domestic animals, e.g. household pets, and non-domestic animals such as wildlife.

[0209] The compounds of the invention are effective over a wide dosage range. For example, in the treatment of adult humans, dosages from about 0.05 to about 1000 mg, preferably from about 1 to about 500 mg, per day may be used. A typical dosage is about 10 mg to about 500 mg per day. In choosing a regimen for patients it may frequently be necessary to begin with a higher dosage and when the condition is under control to reduce the dosage. The exact dosage will depend upon the mode of administration, on the therapy desired, form in which administered, the subject to be treated and the body weight of the subject to be treated, and the preference and experience of the physician or veterinarian in charge.

[0210] Generally, the compounds of the invention are dispensed in unit dosage form comprising from about 0.05 to about 1000 mg of active ingredient together with a pharmaceutically acceptable carrier per unit dosage.



[0211] Usually, dosage forms suitable for oral, nasal, pulmonal or transdermal administration comprise from about 0.05 mg to about 1000 mg, preferably from about 0.5 mg to about 250 mg of the compounds admixed with a pharmaceutically acceptable carrier or diluent.

[0212] The invention also encompasses prodrugs of a compound of the invention which on administration undergo chemical conversion by metabolic processes before becoming active pharmacological substances. In general, such prodrugs will be functional derivatives of a compound of the invention which are readily convertible in vivo into a compound of the invention. Conventional procedures for the selection and preparation of suitable prodrug derivatives are described, for example, in "Design of Prodrugs", ed. H. Bundgaard, Elsevier, 1985.

[0213] The invention also encompasses active metabolites of a compound of the invention.

[0214] Thus, another aspect of the invention provides pharmaceutical compositions of the compounds of the invention, alone or in combination with another type antidiabetic agent and/or other type therapeutic agent.

[0215] In one example, the embodiments of the invention are represented by:

[0216] Pharmaceutical compositions comprising, as an active ingredient, at least one compound of the invention which inhibits the enzymatic activity of DPP-IV or a pharmaceutically acceptable salt or prodrug or hydrate thereof together with a pharmaceutically acceptable carrier or diluent;

[0217] Pharmaceutical compositions comprising a compound of the invention as described herein, in free form or in pharmaceutically acceptable acid addition salt form, together with at least one pharmaceutically acceptable carrier or diluent;

[0218] Pharmaceutical compositions comprising a compound of formula VA, VB, or a mixture thereof and a pharmaceutically acceptable carrier or diluent;

[0219] Pharmaceutical compositions comprising:

- a. a substantially pure preparation of a compound of formula VB as described herein; and
- b. a pharmaceutically acceptable carrier or diluent;

[0220] Methods of making a pharmaceutical composition comprising mixing a substantially pure preparation of a compound of formula VB with a pharmaceutically acceptable carrier or diluent;

[0221] Methods of making a pharmaceutical composition of a compound described herein wherein the pharmaceutically acceptable carrier or diluent is suitable for oral administration;

[0222] Methods of making a pharmaceutical composition of a compound described herein suitable for oral administration further comprising the step of formulating the composition into a tablet or capsule;

[0223] Methods of making a pharmaceutical composition of a compound described herein wherein the pharmaceutically acceptable carrier or diluent is suitable for parenteral administration;

[0224] Methods of making a pharmaceutical composition of a compound described herein suitable for parenteral administration further comprising the step of lyophilizing the composition to form a lyophilized preparation;

[0225] Pharmaceutical compositions for the treatment, prevention or control of atherosclerosis, comprising: (1) a compound of the invention, (2) an HMG-CoA reductase inhibitor, and (3) a pharmaceutically acceptable carrier;

[0226] Pharmaceutical compositions, comprising:

- a) A compound of the invention;
- b) One or more compounds selected from the group consisting of:
  - i) Other dipeptidyl peptidase-IV inhibitors;
  - ii) Insulin sensitizers selected from the group consisting of (i) PPAR agonists, (ii) biguanides, and (iii) protein phosphatase-1B inhibitors;

- iii) Insulin or insulin mimetics;
- iv) Sulfonylureas or other insulin secretagogues;
- v)  $\alpha$ -glucosidase inhibitors;
- vi) glucagons receptor agonists;
- vii) GLP-1, GLP-1 mimetics, and GLP-1 receptor agonists;
- viii) GIP, GIP mimetics, and GIP receptor agonists;
- ix) PACAP, PACAP mimetics, and PACAP receptor 3 agonists;
- x) GLP-2, GLP-2 mimetics, and GLP-2 receptor agonists;
- xi) Cholesterol lowering agents selected from the group consisting of (i) HMG-CoA reductase inhibitors, (ii) sequestrants, (iii) nicotiny alcohol, nicotinic acid or a salt thereof, (iv) PPAR $\alpha$  agonists, (v) PPAR $\alpha/\gamma$  dual agonists, (vi) inhibitors of cholesterol absorption, (vii) acyl CoA:cholesterol acyltransferase inhibitors, and (viii) anti-oxidants;
- xii) PPAR $\delta$  agonists;
- xiii) Anti-obesity compounds;
- xiv) An ileal bile acid transporter inhibitor;
- xv) Anti-inflammatory agents;
- xvi) G-CSF, G-CSF mimetics, and G-CSF receptor agonists;
- xvii) EPO, EPO mimetics, and EPO receptor agonists; and
- c) a pharmaceutically acceptable carrier.

[0227] Pharmaceutical combinations comprising a compound of the invention, an antidiabetic agent other than a DPP-IV inhibitor for treating diabetes and related diseases, and an anti-obesity agent or a lipid-modulating agent or both.

[0228] Pharmaceutical combinations comprising a compound of the invention and an antidiabetic agent;

[0229] Pharmaceutical combinations comprising a compound of the invention and an antidiabetic agent wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide, a sulfonyl urea, a glucosidase inhibitor, a PPAR  $\gamma$  agonist, a PPAR  $\alpha/\gamma$  dual agonist, an SGLT2 inhibitor, an aP2 inhibitor, a glycogen phosphorylase inhibitor, an AGE inhibitor, an insulin sensitizer, a glucagon-like peptide-1 (GLP-1) or mimetic thereof, insulin and/or a meglitinide;

**[0230]** Pharmaceutical combinations comprising a compound of the invention and an antidiabetic agent wherein the antidiabetic agent is 1, 2, 3 or more of metformin, glyburide, glimepiride, glipyrider, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, troglitazone, rosiglitazone, insulin, Gl -262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, APR-HO39242, GW-409544, KRP297, AC2993, Exendin-4, LY307161, NN2211, and/or LY315902;

**[0231]** Pharmaceutical combinations comprising a compound of the invention and an antidiabetic agent wherein the compound is present in a weight ratio to the antidiabetic agent within the range from about 0.01 to about 100:1;

**[0232]** Pharmaceutical combinations comprising a compound of the invention and an antidiabetic agent wherein the anti-obesity agent is a beta 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor beta compound, an anorectic agent, and/or a fatty acid oxidation upregulator;

**[0233]** Pharmaceutical combinations comprising a compound of the invention and an anti-obesity agent wherein the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, famoxin, and/or mazindol;

**[0234]** Pharmaceutical combinations comprising a compound of the invention and a lipid-modulating agent wherein the lipid-modulating agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a lipoxxygenase inhibitor, an ACAT inhibitor, a cholesteryl ester transfer protein inhibitor, or an ATP citrate lyase inhibitor;

**[0235]** Pharmaceutical combinations comprising a compound of the invention and a lipid-modulating agent wherein the lipid-modulating agent is pravastatin, lovastatin, simvastatin, atorvastatin, cerivastatin, fluvastatin, nisvastatin, visastatin, fenofibrate, gemfibrozil, clofibrate, implitapide, CP-529,414, avasimibe, TS-962, MD-700, and/or LY295427;

[0236] Pharmaceutical combinations comprising a compound of the invention and a lipid-modulating agent wherein the compound is present in a weight ratio to the lipid-modulating agent within the range from about 0.01 to about 100:1;

[0237] Pharmaceutical combinations comprising a compound of the invention and an agent for treating infertility, an agent for treating polycystic ovary syndrome, an agent for treating a growth disorder and/or frailty, an anti-arthritis agent, an agent for preventing inhibiting allograft rejection in transplantation, an agent for treating autoimmune disease, an anti-AIDS agent, an agent for treating inflammatory bowel disease/syndrome, an agent for treating anorexia nervosa, an anti-osteoporosis agent and/or an anti-obesity agent.

#### **Methods For Measuring Activity**

[0238] The following methods were used to measure the activities of the compounds of the invention which inhibit the enzymatic activity of DPP-IV. The compounds of the invention are tested for their ability to inhibit the enzyme activity of purified DPP-IV. Briefly, the activity of DPP-IV is measured in vitro by its ability to cleave the synthetic substrate Gly-Pro-p-nitroanilide (Gly-Pro-pNA). Cleavage of Gly-Pro-pNA by DPP-IV liberates the product p-nitroanilide (pNA), whose rate of appearance is directly proportional to the enzyme activity. Inhibition of the enzyme activity by specific enzyme inhibitors slows down the generation of pNA. Stronger interaction between an inhibitor and the enzyme results in a slower rate of generation of pNA. Thus, the degree of inhibition of the rate of accumulation of pNA is a direct measure of the strength of enzyme inhibition. The accumulation of pNA is measured spectrophotometrically. The inhibition constant,  $K_i$ , for each compound is determined by incubating fixed amounts of enzyme with several different concentrations of inhibitor and substrate.

[0239] Thus, DPP-IV enzyme activity was determined by a fluorometric assay with the substrate Gly-Pro-AMC which is cleaved by DPP-IV to release the fluorescent AMC leaving group. Free AMC (7-amino-4-methyl coumarin) was measured using an excitation wavelength of 380 nm and an emission wavelength of 460 nm with a Victor-II fluorescent reader. Stock solutions of DPP-IV (1 ng/ $\mu$ l, pH 8.0) and Gly-Pro-AMC substrate (400  $\mu$ M) in 25 mM Tris buffer (pH 8.0) were prepared separately. Test compounds were dissolved in DMSO or in 50 mM glycine buffer (pH 3.0). The assay was performed by diluting the DPP-IV stock (10  $\mu$ l) into 25 mM Tris buffer (77.5  $\mu$ l) followed by addition of test

compound (2.5  $\mu$ l) at 26°C. After 10-minutes substrate was added (10  $\mu$ l) and allowed to react for 20-minutes at 26°C before free AMC was measured. IC<sub>50</sub> values were determined in triplicate, using a minimum of six different inhibitor concentrations. IC<sub>50</sub> values were calculated using Nonlinear Regression Analysis (GraphPad, Prism, San Diego, CA).

[0240] To determine the DPP-IV activity in the plasma of mice dosed with test compounds, plasma (10  $\mu$ l) was diluted into 25 mM Tris buffer (80  $\mu$ l, pH 8.0) followed by addition of Gly-Pro-AMC stock solution (10  $\mu$ l) and the free AMC measured after 20-minutes at 26°C. Analysis was performed as described above.

[0241] The Zucker Diabetic Fatty (ZDF) rat model can be used to investigate the effects of the compounds of the invention on both the treatment and prevention of diabetes as rats of this sub-strain are initially pre-diabetic although they develop severe type 2 diabetes characterized by increased HbA1c levels over a period of 6 weeks. The same strain can be used to predict the clinical efficacy of other anti-diabetic drug types. For example, the model predicts the potency and limited clinical efficacy of thiazolidinedione insulin sensitizer compounds.

[0242] The purification of porcine DPP-IV and the enzyme assay under steady state conditions are described in (1) Rahfeld, J. Schutkowski, M., Faust, J., Neubert, Barth, A., and Heins, J. (1991) *Biol. Chem. Hoppe-Seyler*, 372, 313-318; and (2) Nagatsu, T., Hino, M., Fuyamada, H., Hayakawa, T., Sakakibara, S., Nakagawa, Y., and Takemoto, T. (1976) *Anal. Biochem.*, 74, 466-476, respectively.

## DEFINITIONS

[0236] The term "DPP-IV" denotes dipeptidyl peptidase IV (EC 3.4.14.5; DPP-IV), also known as "CD-26." DPP-IV cleaves a dipeptide from the N terminus of a polypeptide chain containing a proline or alanine residue in the penultimate position.

[0237] The term "diabetes and related diseases" refers to Type II diabetes, Type I diabetes, impaired glucose tolerance, obesity, hyperglycemia, Syndrome X, dysmetabolic syndrome, diabetic complications, diabetic dyslipidemia, hyperinsulinemia, and the like.

- [0238] The conditions, diseases and maladies collectively referred to as "diabetic complications" include retinopathy, neuropathy and nephropathy, and other known complications of diabetes.
- [0239] The term "other type(s) of therapeutic agents" as employed herein refers to one or more antidiabetic agents (other than DPP-IV inhibitors of the invention), one or more anti-obesity agents, and/or one or more lipid-modulating agents (including anti-atherosclerosis agents), and/or one or more infertility agents, one or more agents for treating polycystic ovary syndrome, one or more agents for treating growth disorders, one or more agents for treating frailty, one or more agents for treating arthritis, one or more agents for preventing allograft rejection in transplantation, one or more agents for treating autoimmune diseases, one or more anti-AIDS agents, one or more anti-osteoporosis agents, one or more agents for treating immunomodulatory diseases, one or more agents for treating chronic inflammatory bowel disease or syndrome and/or one or more agents for treating anorexia nervosa.
- [0240] The term "lipid-modulating" agent as employed herein refers to agents which lower LDL and/or raise HDL and/or lower triglycerides and/or lower total cholesterol and/or other known mechanisms for therapeutically treating lipid disorders.
- [0241] The term "treatment" is defined as the management and care of a patient for the purpose of combating the disease, condition, or disorder and includes administering a compound of the present invention to prevent the onset of the symptoms or complications, or alleviating the symptoms or complications, or eliminating the disease, condition, or disorder.
- [0242] The term "beta cell degeneration" is intended to mean loss of beta cell function, beta cell dysfunction, and death of beta cells, such as necrosis or apoptosis of beta cells.
- [0243] By "substantially pure" in relation to compounds of the invention such as, but not limited to, those of formula VA and VB, it is meant that one isomer or the other, including all enantiomers, diastereoisomers, solvates, hydrates, and pharmaceutically

acceptable salts thereof, represents at least 90% by weight of the composition. In some embodiments one isomer represents at least 98% by weight of the composition.

[0244] The term "boronic acid protecting group" as used herein refers to a moiety employed to block or protect the boronic acid functionality while reactions involving other functional sites of the compound are carried out. Typically, the boronic acid OH groups are protected as boronic acid esters derived from alcohols such as (+)-pinanediol; pinacol; 1,2-dicyclohexyl-ethanediol; 1,2-ethanediol; 2,2-diethanolamine; 1,3-propanediol; 2,3-butanediol, diisopropyl tartrate; 1,4-butanediol; diisopropylethanediol; (S,S,)-5,6-decanediol; 1,1,2-triphenyl-1,2-ethanediol; (2R,3R)-1,4-dimethoxy-1,1,4,4-tetraphenyl-2,3-butanediol; methanol; ethanol; isopropanol; catechol; 1-butanol; and the like. As will be understood by those skilled in the art, alcohols having only a single hydroxy group, such as methanol, form diesters having the structure  $-B(OR)_2$  in which R is the organic moiety from the alcohol (e.g.,  $-B(OMe)_2$ ). By comparison, diols such as pinacol form cyclic boronic diesters with  $-B(OH)_2$  in which the organic moiety (e.g.,  $-C(Me)_2-C(Me)_2-$ ) is attached to both oxygens.

[0245] The term "N-protecting group" or "N-protected" as used herein refers to those groups intended to protect the N-terminus of an amino acid or peptide or to protect an amino group against undesirable reactions during synthetic procedures. Commonly used N-protecting groups are disclosed in T.W. Greene, P. G. Wuts, "Protective Groups In Organic Synthesis, 3<sup>rd</sup> Ed." (John Wiley & Sons, New York (1999)), which is hereby incorporated by reference. N-protecting groups comprise acyl groups such as formyl, acetyl, propionyl, pivaloyl, t-butylacetyl, 2-chloroacetyl, 2-bromoacetyl, trifluoroacetyl, trichloroacetyl, phthalyl, o-nitrophenoxycarbonyl,  $\alpha$ -chlorobutyryl, benzoyl, 4-chlorobenzoyl, 4-bromobenzoyl, 4-nitrobenzoyl, and the like; sulfonyl groups such as benzenesulfonyl, p-toluenesulfonyl and the like; carbamate forming groups such as benzyloxycarbonyl, p-chlorobenzyloxycarbonyl, p-methoxybenzyloxycarbonyl, p-nitrobenzyloxycarbonyl, 2-nitrobenzyloxycarbonyl, p-bromobenzyloxycarbonyl, 3,4-dimethoxybenzyloxycarbonyl, 3,5-dimethoxybenzyloxycarbonyl, 2,4-dimethoxybenzyloxycarbonyl, 4-methoxybenzyloxycarbonyl, 2-nitro-4,5-dimethoxybenzyloxycarbonyl, 3,4,5-trimethoxybenzyloxycarbonyl, 1-(p-biphenyl)-1-methylethoxycarbonyl,  $\alpha,\alpha$ -dimethyl-3,5-dimethoxybenzyloxycarbonyl, benzhydryloxycarbonyl, t-butyloxycarbonyl, diisopropylmethoxycarbonyl, isopropylloxycarbonyl, ethoxycarbonyl, methoxycarbonyl,



allyloxycarbonyl, 2,2,2-trichloroethoxycarbonyl, phenoxycarbonyl, 4-nitrophenoxycarbonyl, fluorenyl-9-methoxycarbonyl, cyclopentyloxycarbonyl, adamantyloxycarbonyl, cyclohexyloxycarbonyl, phenylthiocarbonyl and the like; alkyl groups such as benzyl, triphenylmethyl, benzyloxymethyl and the like; and silyl groups such as trimethylsilyl and the like. Preferred N-protecting groups are formyl, acetyl, benzoyl, pivaloyl, t-butylacetyl, phenylsulfonyl, benzyl, 9-fluorenylmethyloxycarbonyl (Fmoc), t-butyloxycarbonyl (Boc) and benzyloxycarbonyl (Cbz).

[0246] The term "alkyl" or "(C<sub>1-12</sub>)alkyl", alone or in combination, refers to linear or branched chains and may include cyclic portions, having from 1-12 (the use of 1-12 herein implies each of 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12) carbon atoms, such as but not limited to, e.g. methyl, ethyl, n-propyl, isopropyl, n-butyl, sec-butyl, isobutyl, tert-butyl, n-pentyl, 2-methylbutyl, 3-methylbutyl, n-hexyl, 4-methylpentyl, neopentyl, 2,2-dimethylpropyl, and the like.

[0247] The terms "(C<sub>1-10</sub>)alkyl", "(C<sub>1-8</sub>)alkyl" and "(C<sub>1-6</sub>)alkyl", alone or in combination, refers to linear or branched chains and may include cyclic portions, having from 1-10, 1-8, or 1-6 carbon atoms, respectively, such as but not limited to, e.g. methyl, ethyl, n-propyl, isopropyl, n-butyl, sec-butyl, isobutyl, tert-butyl, n-pentyl, 2-methylbutyl, 3-methylbutyl, n-hexyl, 4-methylpentyl, neopentyl, 2,2-dimethylpropyl, and the like.

[0248] The term "(C<sub>1-4</sub>)alkyl", alone or in combination, refers to linear or branched chains and may include cyclic portions, having from 1-4 carbon atoms, such as but not limited to, e.g. methyl, ethyl, n-propyl, isopropyl, n-butyl, sec-butyl, isobutyl, tert-butyl, and the like.

[0249] The terms "(C<sub>2-12</sub>)alkenyl" and "(C<sub>2-10</sub>)alkenyl", alone or in combination, refers to a straight or branched, unsaturated hydrocarbon chain having from 2-12 or 2-10 carbon atoms, respectively, and at least one double bond, such as, but not limited to, vinyl, 1-propenyl, allyl, isopropenyl, n-butenyl, n-pentenyl, n-hexenyl, and the like.

[0250] The terms "(C<sub>2-12</sub>)alkynyl" and "(C<sub>2-10</sub>)alkynyl", alone or in combination, refers to an unsaturated hydrocarbon chain having from 2-12 or 2-10 carbon atoms, respectively, and at least one triple bond, such as but not limited to -C≡CH, -C≡C-CH<sub>3</sub>, -CH<sub>2</sub>C≡CH, -CH<sub>2</sub>-CH<sub>2</sub>-C≡CH, -CH(CH<sub>3</sub>)C≡CH, and the like.

[0251] The terms "(C<sub>3-12</sub>)cycloalkyl" and "(C<sub>3-10</sub>)cycloalkyl" refers to one or more saturated cyclic hydrocarbons having from 3-12 or 3-10 carbon atoms, respectively, such as, but not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, adamantyl, and the like.

[0252] The term "(C<sub>5-10</sub>)cycloalkenyl" refers to a radical of one or more cyclic hydrocarbon having at least one double bond having from 5-10 carbon atoms such as, but not limited to, cyclopentenyl, cyclohexenyl, and the like.

[0253] The term "cycloalkylene" refers to a "cycloalkyl" group which has single bonds for attachment at two different carbon atoms.

[0254] The terms "(C<sub>1-6</sub>)alkylaminocarbonyl" and "di-(C<sub>1-6</sub>)alkylaminocarbonyl" refer to straight or branched chain hydrocarbon groups having 1 to 6 carbon atoms connected to NC(=O). Exemplary alkyl groups include but are not limited to methyl, ethyl, propyl, isopropyl, n-butyl, t-butyl, isobutyl, pentyl, hexyl, and the like.

[0255] The term "(C<sub>1-6</sub>)alkylcarbonyl" refers to linear or branched chain and cyclic hydrocarbon groups having 1 to 6 carbon atoms connected to C(=O). Exemplary alkyl groups include but are not limited to methyl, ethyl, propyl, isopropyl, n-butyl, t-butyl, isobutyl, pentyl, hexyl, and the like.

[0256] The term (C<sub>3-8</sub>)cycloalkylcarbonyl refers to cyclic hydrocarbon groups having 3 to 8 carbon atoms connected to C(=O). Exemplary cycloalkyl groups include but are not limited to cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and the like.

[0257] The terms "(C<sub>1-10</sub>)alkoxy", "(C<sub>1-8</sub>)alkoxy" and "(C<sub>1-6</sub>)alkoxy", alone or in combination, refers to "O" connected to alkyl, having linear or branched chains and may include cyclic portions, having from 1-10, 1-8 or 1-6 carbon atoms, respectively. Examples of linear alkoxy groups include but are not limited to methoxy, ethoxy, propoxy, butoxy, pentoxy, hexoxy, and the like. Examples of branched alkoxy include but are not limited to isoprpxoxy, sec-butoxy, tert-butoxy, isopentoxy, isohexoxy, and the like. Examples of cyclic

alkoxy include but are not limited to cyclopropyloxy, cyclobutyloxy, cyclopentyloxy, cyclohexyloxy, and the like.

[0258] The term "aryloxy" refers to an aryl group bonded to O.

[0259] The term "alkanoyl", alone or as part of another group, refers to alkyl linked to a carbonyl group.

[0260] The term "alkylene" refers to alkyl groups which have single bonds for attachment at two different carbon atoms.

[0261] The term "alkenylene" refers to alkenyl groups which have single bonds for attachment at two different carbon atoms.

[0262] The terms "alkynylene" refers to alkynyl groups which have single bonds for attachment at two different carbon atoms.

[0263] The term "aryl" refers to monocyclic, bicyclic, or tricyclic carbocyclic aromatic ring systems having 6 to 14 carbon atoms in the ring portion. Examples of aryl groups include but are not limited to phenyl, naphthyl, biphenyl, anthracenyl, azulenyl, and the like. Aryl is also intended to include the partially hydrogenated derivatives of the carbocyclic systems including 1,2,3,4-tetrahydro-naphthyl, indanyl and the like.

[0264] The term "heteroaryl" as used herein includes heterocyclic unsaturated ring systems containing one or more heteroatoms selected from nitrogen, oxygen and sulphur. Examples of heteroaryl groups include but are not limited to furyl, thienyl, pyrrolyl, and the like. Heteroaryl is also intended to include the partially hydrogenated derivatives of the heterocyclic systems enumerated below.

[0265] Examples of "aryl" and "heteroaryl" includes but are not limited to phenyl, biphenyl, indenyl, naphthyl (1-naphthyl, 2-naphthyl), N-hydroxytetrazolyl, N-hydroxytriazolyl, N-hydroxyimidazolyl, anthracenyl (1-anthracenyl, 2-anthracenyl, 3-anthracenyl), thiophenyl (2-thienyl, 3-thienyl), furyl (2-furyl, 3-furyl), indolyl, oxadiazolyl,

isoxazolyl, quinazolinyl, fluorenyl, xanthenyl, isoindanyl, benzhydryl, acridinyl, thiazolyl, pyrrolyl (2-pyrrolyl), pyrazolyl (3-pyrazolyl), imidazolyl (1-imidazolyl, 2-imidazolyl, 4-imidazolyl, 5-imidazolyl), triazolyl (1,2,3-triazol-1-yl, 1,2,3-triazol-2-yl, 1,2,3-triazol-4-yl, 1,2,4-triazol-3-yl), oxazolyl (2-oxazolyl, 4-oxazolyl, 5-oxazolyl), thiazolyl (2-thiazolyl, 4-thiazolyl, 5-thiazolyl), pyridyl (2-pyridyl, 3-pyridyl, 4-pyridyl), pyrimidinyl (2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl), pyrazinyl, pyridazinyl (3-pyridazinyl, 4-pyridazinyl, 5-pyridazinyl), quinolyl (2-quinolyl, 3-quinolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, 7-quinolyl, 8-quinolyl), isoquinolyl (1-isoquinolyl, 3-isoquinolyl, 4-isoquinolyl, 5-isoquinolyl, 6-isoquinolyl, 7-isoquinolyl, 8-isoquinolyl), benzo[b]furanyl (2-benzo[b]furanyl, 3-benzo[b]furanyl, 4-benzo[b]furanyl, 5-benzo[b]furanyl, 6-benzo[b]furanyl, 7-benzo[b]furanyl), 2,3-dihydro-benzo[b]furanyl (2-(2,3-dihydro-benzo[b]furanyl), 3-(2,3-dihydro-benzo[b]furanyl), 4-(2,3-dihydro-benzo[b]furanyl), 5-(2,3-dihydro-benzo[b]furanyl), 6-(2,3-dihydro-benzo[b]furanyl), 7-(2,3-dihydro-benzo[b]furanyl), benzo[b]thiophenyl (2-benzo[b]thiophenyl, 3-benzo[b]thiophenyl, 4-benzo[b]thiophenyl, 5-benzo[b]thiophenyl, 6-benzo[b]thiophenyl, 7-benzo[b]thiophenyl), 2,3-dihydro-benzo[b]thiophenyl, (2-(2,3-dihydro-benzo[b]thiophenyl), 3-(2,3-dihydro-benzo[b]thiophenyl), 4-(2,3-dihydro-benzo[b]thiophenyl), 5-(2,3-dihydro-benzo[b]thiophenyl), 6-(2,3-dihydro-benzo[b]thiophenyl), 7-(2,3-dihydro-benzo[b]thiophenyl), indolyl (1-indolyl, 2-indolyl, 3-indolyl, 4-indolyl, 5-indolyl, 6-indolyl, 7-indolyl), indazole (1-indazolyl, 3-indazolyl, 4-indazolyl, 5-indazolyl, 6-indazolyl, 7-indazolyl), benzimidazolyl (1-benzimidazolyl, 2-benzimidazolyl, 4-benzimidazolyl, 5-benzimidazolyl, 6-benzimidazolyl, 7-benzimidazolyl, 8-benzimidazolyl), benzoxazolyl (1-benzoxazolyl, 2-benzoxazolyl), benzothiazolyl (1-benzothiazolyl, 2-benzothiazolyl, 4-benzothiazolyl, 5-benzothiazolyl, 6-benzothiazolyl, 7-benzothiazolyl), carbazolyl (1-carbazolyl, 2-carbazolyl, 3-carbazolyl, 4-carbazolyl), 5H-dibenz[b,f]azepine (5H-dibenz[b,f]azepin-1-yl, 5H-dibenz[b,f]azepine-2-yl, 5H-dibenz[b,f]azepine-3-yl, 5H-dibenz[b,f]azepine-4-yl, 5H-dibenz[b,f]azepine-5-yl), 10,11-dihydro-5H-dibenz[b,f]azepine (10,11-dihydro-5H-dibenz[b,f]azepine-1-yl, 10,11-dihydro-5H-dibenz[b,f]azepine-2-yl, 10,11-dihydro-5H-dibenz[b,f]azepine-3-yl, 10,11-dihydro-5H-dibenz[b,f]azepine-4-yl, 10,11-dihydro-5H-dibenz[b,f]azepine-5-yl), and the like.

[0266] The terms "arylalkenyl" and "arylalkynyl" alone or as part of another group refer to alkenyl and alkynyl groups as described above having an aryl substituent.

- [0267] The terms "halogen" and "halo" refers to chloro, fluoro, bromo or iodo.
- [0268] The term "alkylamino", "arylamino", or "arylalkylamino" alone or as part of another group includes any of the above alkyl, aryl or arylalkyl groups linked to a nitrogen atom.
- [0269] The term "substituted amino" as employed herein alone or as part of another group refers to amino substituted with one or two substituents, which may be the same or different, such as alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl haloalkyl, hydroxyalkyl, alkoxyalkyl or thioalkyl. These substituents may be further substituted with any of the groups as set out above. In addition, the amino substituents may be taken together with the nitrogen atom to which they are attached to form 1-pyrrolidiny, 1-piperidiny, 1-azepiny, 4-morpholinyl, 4-thiamorpholinyl, 1-piperazinyl, 4-alkyl-1-piperazinyl, 4-arylalkyl-1-piperazinyl, 4-diarylalkyl-1-piperazinyl, 1-pyrrolidiny, 1-piperidiny, or 1-azepiny, optionally substituted with alkyl, alkoxy, alkylthio, halo, trifluoromethyl or hydroxy.
- [0270] The terms "alkylthio", "arylthio" or "arylalkylthio" alone or as part of another group includes any of the above alkyl, aralkyl or aryl groups linked to a sulfur atom.
- [0271] The term "acyl" by itself or part of another group refers to an organic radical linked to a carbonyl group; examples of acyl groups include any of the groups attached to a carbonyl, such as alkanoyl, alkenoyl, aroyl, aralkanoyl, heteroaroyl, cycloalkanoyl, cycloheteroalkanoyl, and the like.
- [0272] The term "cycloheteroalkyl" alone or as part of another group refers to a 3-, 4-, 5-, 6- or 7-membered saturated or partially unsaturated ring which includes 1 to 2 hetero atoms such as nitrogen, oxygen and/or sulfur, linked through a carbon atom or a heteroatom, where possible, optionally via the linker  $(CH_2)_g$  (where g is 1, 2 or 3). The above groups may include 1 to 4 substituents such as alkyl, halo, oxo, and the like. In addition, any of the cycloheteroalkyl rings can be fused to a cycloalkyl, aryl, heteroaryl or cycloheteroalkyl ring.

[0273] The term "cycloheteroalkylalkyl" alone or as part of another group refers to cycloheteroalkyl groups as defined above linked through a carbon atom or heteroatom to a  $(CH_2)_r$  chain.

[0274] The term "heteroarylalkyl" or "heteroarylalkenyl" alone or as part of another group refers to a heteroaryl group as defined above linked through a C atom or heteroatom to a  $(CH_2)_r$  chain, alkylene or alkenylene as defined above.

[0275] The phrase "naturally occurring  $\alpha$ -amino acid sidechain" refers to the moieties (sidechains) attached to the  $\alpha$ -amino carbon in the following naturally occurring  $\alpha$ -amino acids: glycine, alanine, 2-aminobutyric acid, valine, leucine, isoleucine, tert-leucine, serine, threonine, cysteine, asparagine, aspartic acid, glutamine, glutamic acid, phenylalanine, histidine, tryptophan, tyrosine, phenylglycine, lysine, methionine, and arginine. The side chains of these amino acids are well known in the art. For example, the  $\alpha$ -amino acid sidechain of alanine is methyl; the sidechain of phenylalanine is benzyl; and the sidechain of tert-leucine is tert-butyl.

[0276] The term "polyhaloalkyl" refers to an "alkyl" group as defined above which includes from 2 to 9, preferably from 2 to 5, halo substituents, such as F or Cl, preferably F, such as  $CF_3CH_2$ ,  $CF_3$  or  $CF_3CF_2CH_2$ .

[0277] The term "polyhaloalkoxy" refers to an "alkoxy" or "alkyloxy" group as defined above which includes from 2 to 9, preferably from 2 to 5, halo substituents, such as F or Cl, preferably F, such as  $CF_3CH_2O$ ,  $CF_3O$  or  $CF_3CF_2CH_2O$ .

[0278] The terms "polycyclic" and "polycycle" refer to two or more rings (e.g., cycloalkyls, cycloalkenyls, aryls, heteroaryls and/or cycloheteroalkyls) in which two or more carbons are common to two adjoining rings, e.g., the rings are "fused rings." Fused rings that are joined through nonadjacent atoms, are also known as "bridged" rings. Each of the rings of the polycycle can be substituted with such substituents as described above, as for example, halogen, alkyl, aralkyl, alkenyl, alkynyl, cycloalkyl, hydroxyl, amino, nitro, sulfhydryl, imino, amido, phosphonate, phosphinate, carbonyl, carboxyl, silyl, ether,

alkylthio, sulfonyl, ketone, aldehyde, ester, a heterocyclyl, an aromatic or heteroaromatic moiety, trifluoromethyl, cyano, or the like.

## EXAMPLES

[0279] A further detailed description of the invention is given with reference to the following non-limiting examples.

### Example 1

#### Synthesis of (2R)-boroPro-(1S,2S,3R,5S)-pinanediol ester, hydrochloride (2)

[0280] A flame dried round bottom flask equipped with a magnetic stir bar was charged with N-Boc-pyrrolidine (20 g, 117 mmol, 1 eq) and dry THF (60 mL) under a nitrogen atmosphere. The clear colorless solution was cooled to -78°C and a solution of s-BuLi (100 mL of a 1.4 M solution in cyclohexane, 140 mmol) was added slowly over a 30 minute period. The light orange colored solution was stirred at -78°C for 3 hours followed by treatment with B(OMe)<sub>3</sub> (39 mL, 350 mmol) after which the cooling bath was removed and the clear colorless solution slowly warmed to 0°C. Upon reaching 0°C, the reaction was quenched with a small amount of water (~2 mL), allowed to warm to room temp then extracted into 2 N NaOH (250 mL) and backwashed with additional EtOAc (150 mL). The aqueous phase was acidified to pH 3 by the addition of 2 N HCl and then extracted with EtOAc (3 × 120 mL). The organic extracts were combined and dried over Na<sub>2</sub>SO<sub>4</sub> and concentrated to produce the free boronic acid (22.08 g, 103 mmol) as a sticky white solid in 88% yield. Without further purification the boronic acid was dissolved in tert-butyl methyl ether (150 mL) and with constant stirring (+)-pinanediol (17.5 g, 103 mmol) was added at room temperature. After 18 hr the ether was removed and the (+)-pinanediol boronic ester was purified by column chromatography (silica gel, 1:3 hexanes/EtOAc) to give a clear thick oil (26.84 g, 76.8 mmol, 76% yield, R<sub>f</sub> = 0.6 using a 2:1 hexane/ethyl acetate eluant, made visual *via* I<sub>2</sub> and/or PMA stain). Removal of the Boc protecting group was achieved by dissolving the oil in dry ether, cooling to 0°C in an ice bath and with constant stirring dry HCl (g) was bubbled into the solution for 10 minutes. After 2 hours a white precipitate developed in the flask and the ether and excess HCl were removed *in vacuo* to afford the racemic HCl salt as a white solid. Crystallization and isolation of the desired isomer was performed by dissolving the HCl salt in a minimal amount of dichloromethane (250 mL) with gentle heating to facilitate a homogenous solution followed by continuous stirring for 8

hours to yield a fluffy white precipitate that was collected by vacuum filtration, dried and then dissolved in minimal 2-propanol (~200 mL) with gentle heating until homogenous. The alcoholic solution was stirred over night and the resulting white precipitate was collected by vacuum filtration affording isomerically pure 1 as a white solid. (7.0 g, 27 mmol, 23% yield). <sup>1</sup>H NMR (400 MHz, D<sub>2</sub>O) δ 4.28 (d, *J* = 8.0 Hz, 1H), 3.06 (m, 3H), 2.18 (m, 1H), 1.96 (m, 2H), 1.78 (m, 3H), 1.62 (m, 2H), 1.21 (s, 3H), 1.05 (m, 5H), 0.84 (d, *J* = 12 Hz, 2H), 0.71 (s, 2H), 0.62 (s, 3H).

## Example 2

### Synthesis Of Series A Compounds: (2*R*)-1-(2-Cyclopentylamino-acetyl)-boroPro-OH (4)

#### Step 1: (2*R*)-1-(2-Chloroacetyl)-boroPro-(1*S*,2*S*,3*R*,5*S*)-pinanediol ester (3A).

[0281] To a solution of 2 (36.7 g, 129.3 mmol) dissolved in dry CH<sub>2</sub>Cl<sub>2</sub> (200 mL) cooled to 0°C was added chloroacetyl chloride (12.34 mL, 155.2 mmol) under a blanket of N<sub>2</sub>. To this was slowly dripped 4-methylmorpholine (42.4 mL, 182 mmol) to give an almost clear light orange solution that was warmed to room temp. After 30 minutes the solution was cooled again to 0°C and 200 mL of a 0.2 N solution of HCl was added and the organic layers separated, dried and concentrated to give a dark red oil that was a single spot by TLC (2:1 hex/EtOAc, R<sub>f</sub> = 0.22, made visual *via* I<sub>2</sub> and/or PMA stain) and was used in the next step without further purification. <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ 0.80 (s, 3H), 1.25 (m, 1H), 1.26 (s, 3H), 1.42 (s, 3H), 1.75-1.96 (m, 4H), 1.98-2.10 (m, 3H), 2.12-2.20 (m, 1H), 2.29-2.35 (m, 1H), 3.12-3.16 (m, 1H), 3.47-3.53 (m, 1H), 3.58-3.63 (m, 1H), 3.97-4.05 (q, 2H), 4.30-4.32 (d, 1H).

#### Step 2: (2*R*)-1-(2-Cyclopentylamino-acetyl)-boroPro-(1*S*,2*S*,3*R*,5*S*)-pinanediol ester (3B).

[0282] Compound 3A was dissolved in dry THF (~150 mL) followed by addition of K<sub>2</sub>CO<sub>3</sub> (35 g) and cooled to 0°C before addition of cyclopentylamine (21.93 g, 258 mmol). The reaction mixture was then allowed to warm to room temperature and stirred overnight. TLC indicated all starting material was consumed. The mixture was filtered through a celite and silica pad, washed with 5% MeOH in CH<sub>2</sub>Cl<sub>2</sub> (200 mL) and concentrated to yield a sticky, light orange solid. The red sticky solid was dissolved in CH<sub>2</sub>Cl<sub>2</sub> (150 mL) followed by addition of Et<sub>2</sub>O (~200 mL) and the solution was stirred overnight. The resulting milky white solution was then filtered and the precipitate was washed with cold EtOAc (2 × 60



mL) and hexane (2 × 50 mL) and dried to give **3B** (28.92 g, 120.5 mmol) as a fluffy white solid. The dark red mother liquor filtrate was concentrated and subjected to the previous recrystallization conditions to obtain a second crop of **3B** (6.17 g, 25.7 mmol) for a combined overall yield of **3B** (35.09 g, 93.8 mmol) of 73% yield.  $R_f = 0.45$  (10% MeOH in  $\text{CH}_2\text{Cl}_2$ ).  $^1\text{H}$  NMR (400 MHz,  $\text{CDCl}_3$ )  $\delta$  4.18 (d, 1H), 3.95 (d,  $J = 16$  Hz, 1H), 3.6 (d,  $J = 16$  Hz, 1H), 3.46 (m, 3H), 2.74 (m, 1H), 2.36 (m, 1H), 2.16 (m, 2H), 2.04 (m, 4H), 1.90 (s, 1H), 1.74 (m, 6H), 1.61 (s, 1H), 1.46 (m, 2H), 1.34 (s, 3H), 1.30 (s, 3H), 0.88 (s, 3H).

**Step 3: (2R)-1-(2-Cyclopentylamino-acetyl)-boroPro-OH (4)**

[0283] To a solution of **3B** (40.59 g, 108.5 mmol) in  $\text{H}_2\text{O}$  (200 mL, adjusted to pH 2 by addition of 2 N HCl) was added hexane (200 mL) and phenyl boronic acid (13.37 g, 109.5 mmol) and the bi-phasic mixture was stirred vigorously. The hexane layer was periodically removed and replaced with fresh hexane 6 times over a 24-hour period. The aqueous layer was separated and applied to a Dowex 50-X2-100 ion exchange column (H<sup>+</sup> form) and eluted with water until the eluate was neutral. Elution with aqueous ammonium hydroxide (2 wt %) followed by lyophilization of the appropriate fractions yielded **4** (23.91 g, 99.6 mmol) as a white crystalline solid in a 92% yield. **4**·TFA salt  $^1\text{H}$  NMR (400 MHz,  $\text{D}_2\text{O}$ )  $\delta$  3.88 (dd,  $J = 8.0$  Hz, 2H), 3.54 (m, 1H), 3.42 (m, 1H), 3.28 (m, 1H), 2.96 (m, 1H), 1.96 (m, 4H), 1.85 (m, 2H), 1.63 (m, 7H); MS (ESI)  $m/z$  223 ( $\text{M}+\text{H}-\text{H}_2\text{O}$ )<sup>+</sup>.

**Example 3**

**Synthesis of 1-(2-Cyclopropylamino-acetyl)-pyrrolidine-(2R)-boronic acid. (A2):**

[0284] The title compound was prepared according to the procedure of Example 2 using appropriate starting materials.  $^1\text{H}$  NMR ( $\text{D}_2\text{O}$ )  $\delta$  4.08 (dd,  $J = 12$  Hz, 2 H), 3.54 (m, 1H), 3.38 (m, 1H), 3.07 (m, 1H), 2.26 (m, 1H), 2.09 (m, 2H), 1.94 (m, 1H), 1.71 (m, 1H), 0.88 (s, 4H); MS (ESI)  $m/z$  195.13 ( $\text{MH}^+-\text{H}_2\text{O}$ ).

**Example 4**

**Synthesis of 1-[2-(3-Hydroxy-adamantan-1-ylamino)-acetyl]-pyrrolidine-(2R)-boronic acid (A3):**

[0285] The title compound was prepared according to the procedure of Example 2 using appropriate starting materials.  $^1\text{H}$  NMR ( $\text{D}_2\text{O}$ )  $\delta$  3.94 (d,  $J = 8$  Hz, 2H), 3.54 (m, 1H),

3.40 (m, 1H), 3.09 (m, 1H), 2.41 (s, 2H), 2.09 (m, 3H), 1.93 (m, 2H), 1.87 (m, 7H), 1.71 (m, 6H), 1.56 (m, 2 H); MS (ESI)  $m/z$  305.21 ( $MH^+-H_2O$ ).

### Example 5

#### Synthesis of 1-(5R-Phenyl-pyrrolidine-2S-carbonyl)-pyrrolidine-(2R)-boronic acid (6):

##### **Step 1: N-Boc-5-phenylPro-(2R)-boroPro-(1S,2S,3R,5S)-pinanediol ester (5):**

[0286] To an ice-cooled (0°C) solution of N-Boc-5-phenyl-Pro-OH (0.84 mmol) in dry  $CH_2Cl_2$  was added EDAC (174 mg, 0.91 mmol) and HOBt (105 mg, 0.775 mmol). The reaction was stirred at 0°C for 15-minutes and then **2** (200 mg, 0.7 mmol) and N-methyl morpholine (0.25 mL, 2.1 mmol) was added and the reaction was slowly warmed to room temperature and the reaction continued for 8 hours. The coupling reaction was then quenched with the addition of  $NaHCO_3$  (10 mL), extracted into EtOAc (2 × 15 mL), washed with brine (15 mL), dried over  $Na_2SO_4$ , concentrated and further purified via column chromatography (silica gel, eluted with a gradient of EtOAc in hexanes, 30-50%) to afford **5** (320 mg, 0.62 mmol, 88%) as an off-white solid.

##### **Step 2: 1-(5R-Phenyl-pyrrolidine-2S-carbonyl)-pyrrolidine-(2R)-boronic acid (6):**

[0287] An ice-cooled solution of **5** (320 mg, 0.62 mmol) in dry ether was saturated with dry HCl (g) and allowed to stir for 1-hour. The solution was then concentrated under vacuum to afford a sticky white solid that was taken up in  $H_2O$  (10 mL, adjusted to pH 2 by addition of 2 N HCl) and hexane (10 mL) and phenyl boronic acid (74 mg, 0.62 mmol) and the bi-phasic mixture was stirred vigorously. The hexane layer was periodically removed and replaced with fresh hexane 6 times over a 24-hour period. The aqueous layer was separated and applied to a Dowex 50-X2-100 ion exchange column ( $H^+$  form) and eluted with water until the eluate was neutral. Elution was continued with aqueous ammonium hydroxide (2 wt%) and the appropriate fractions were lyophilized to afford the free boronic acid **B1** (76 mg, 0.26 mmol) as an amorphous white solid.  $^1H$  NMR ( $D_2O$ )  $\delta$  7.46 (m, 5H), 3.65 (m, 1H), 3.44 (m, 1H), 3.04 (m, 1H), 2.54 (m, 1H), 2.38 (m, 2H), 2.20 (m, 1H), 2.06 (m, 2H), 1.86 (m, 1H), 1.66 (m, 1H); MS (ESI)  $m/z$  271 ( $MH^+-H_2O$ ).

**Example 6****Synthesis of 1-(Piperidine-2*S*-carbonyl)-pyrrolidin-(2*R*)-boronic acid (B2):**

[0288] The title compound was prepared according to the procedure of Example 5 using appropriate starting materials. <sup>1</sup>H NMR (D<sub>2</sub>O) δ 4.07 (m, 1H), 3.61 (m, 1H), 3.34 (m, 2H), 2.94 (m, 2H), 2.16 (m, 1H), 2.03 (m, 2H), 1.87 (m, 3H), 1.56 (m, 4H); MS (ESI) *m/z* 209 (MH<sup>+</sup>-H<sub>2</sub>O).

**Example 8****Synthesis of 1-(2,3-Dihydro-1H-indole-2*S*-carbonyl)-pyrrolidine-(2*R*)-boronic acid (B3):**

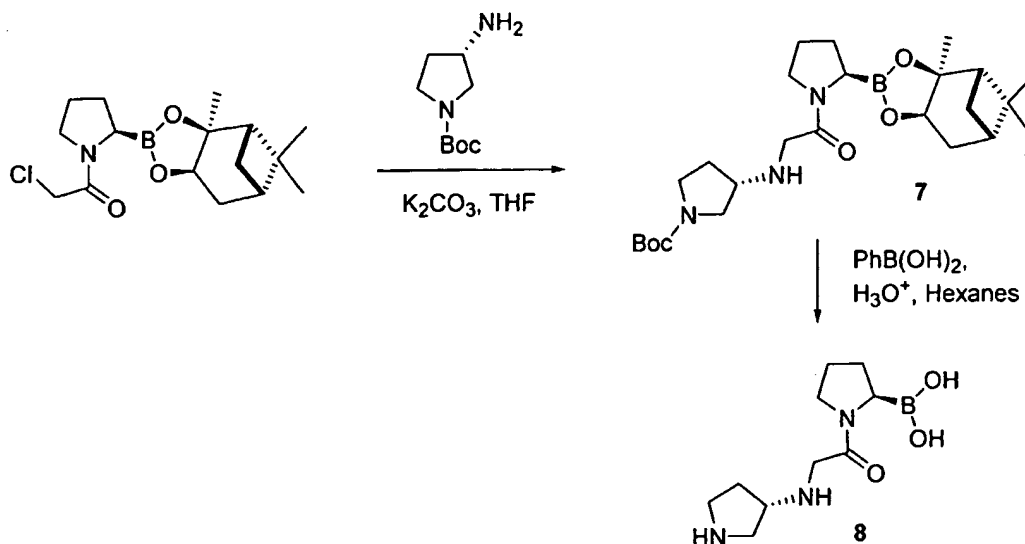
[0289] The title compound was prepared according to the procedure of Example 5 using appropriate starting materials. <sup>1</sup>H NMR (D<sub>2</sub>O) δ 4.54 (m, 1H), 3.73 (m, 1H), 3.58 (m, 1H), 3.34 (m, 1H), 2.48 (m, 1H), 2.37 (m, 1H), 2.06 (m, 3H), 1.83 (m, 3H), 1.58 (m, 4H), 1.32 (m, 4H); MS (ESI) *m/z* 249 (MH<sup>+</sup>-H<sub>2</sub>O).

**Example 9****Synthesis of 1-(4*S*-Phenyl-pyrrolidine-2*S*-carbonyl)-pyrrolidine-(2*R*)-boronic acid (B4):**

[0290] The title compound was prepared according to the procedure of Example 5 using appropriate starting materials. <sup>1</sup>H NMR (D<sub>2</sub>O) δ 7.34 (d, *J* = 13 Hz, 2H), 7.27 (m, 3H), 4.79 (m, 1H), 3.83 (m, 1H), 3.59 (m, 1H), 3.34 (m, 2H), 3.06 (m, 1H), 2.53 (m, 2H), 2.08 (m, 2H), 1.77 (m, 1H), 1.64 (m, 1H); MS (ESI) *m/z* 271 (MH<sup>+</sup>-H<sub>2</sub>O).

## Example 10

**Synthesis of (2*R*)-1-{2-[(3*S*)-Pyrrolidin-3-ylamino]-acetyl}-pyrrolidine-2-boronic acid  
(8)**



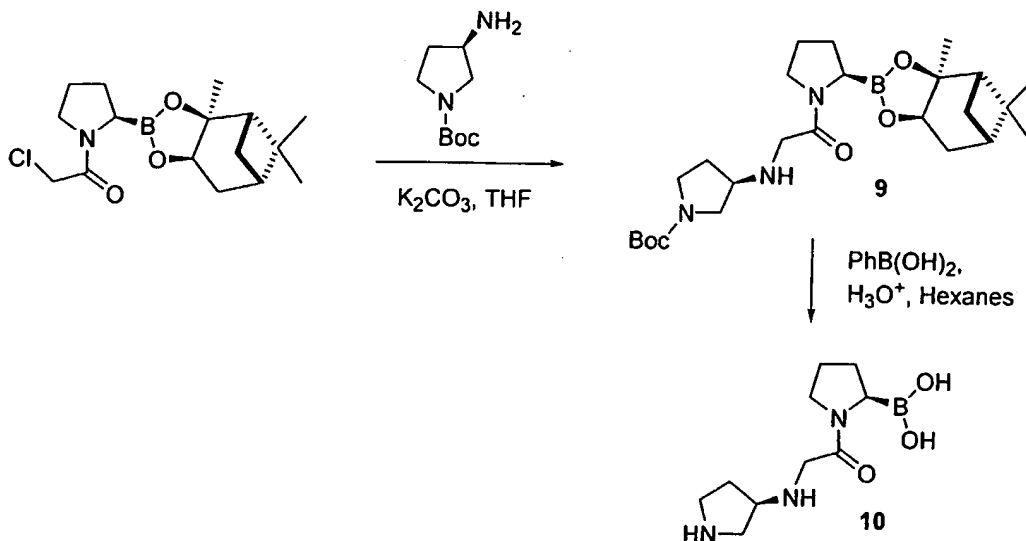
**Step 1: (2*R*)-1-{2-[(3*S*)-1-tert-Butoxycarbonyl-pyrrolidin-3-ylamino]-acetyl}-  
pyrrolidine-  
2-boronic acid (1*S*,2*S*,3*R*,5*S*)-pinanediol ester (7)**

[0291] The protocol described above for the synthesis of 3B was followed employing (3*S*)-3-amino-pyrrolidine-1-carboxylic acid tert-butyl ester in place of cyclopentylamine. Compound 7 was obtained as an oil.

**(2*R*)-1-{2-[(3*S*)-Pyrrolidin-3-ylamino]-acetyl}-pyrrolidine-2-boronic acid (8)**

[0292] The protocol described above for the deprotection of the pinanediol boronic ester 3B (Example 2, Step 3) was applied to 7. Compound 8 was obtained as a white solid. 8·TFA salt.  $^1H$ -NMR (500 MHz,  $CD_3OD$ )  $\delta$  4.12 (m, 3H), 3.76 (m, 1H), 3.54 (m, 3H), 3.41 (m, 2H), 3.26 (m, 1H), 2.55 (m, 1H), 2.28 (m, 1H), 2.05 (m, 3H), 1.74 (m, 1H). MS  $m/z$  (rel intensity) 241 (M) (27), 224 (100), 209 (73), 155 (47).

## Example 11

**Synthesis of (2*R*)-1-{2-[(3*R*)-Pyrrolidin-3-ylamino]-acetyl}-pyrrolidine-2-boronic acid****(10)**

**Step 1: (2*R*)-1-{2-[(3*R*)-1-tert-Butoxycarbonyl-pyrrolidin-3-ylamino]-acetyl}-pyrrolidine-2-boronic acid (1*S*,2*S*,3*R*,5*S*)-pinanediol ester (9).**

[0293] The protocol described above for the synthesis of 3B was followed employing (3*R*)-3-amino-pyrrolidine-1-carboxylic acid tert-butyl ester in place of cyclopentylamine. Compound 9 was obtained as an oil. MS *m/z* (rel intensity) 476 (*M* + 1)<sup>+</sup> (100), 376 (74), 239 (38), 224 (67), 155 (55).

**Step 2: (2*R*)-1-{2-[(3*R*)-Pyrrolidin-3-ylamino]-acetyl}-pyrrolidine-2-boronic acid (10)**

[0294] The protocol described above for the deprotection of the pinanediol boronic ester 3B (Example 2, Step 3) was applied to 9. Compound 10 was obtained as a white solid. 10·TFA salt. <sup>1</sup>H-NMR (500 MHz, CD<sub>3</sub>OD) δ 4.13 (m, 1H), 4.08 (bs, 2H), 3.76 (dd, *J* = 13.0, 8.0 Hz, 1H), 3.55 (m, 3H), 3.41 (m, 2H), 3.27 (m, 1H), 2.53 (m, 1H), 2.26 (m, 1H), 2.10 (m, 2H), 1.99 (m, 1H), 1.75 (m, 1H). MS *m/z* (rel intensity) 224 (*M*-17) (100), 206 (25), 180 (29), 155 (70).

**Example 12****Synthesis of Series B Compounds: (2R)-1-[(2S)-Azetidine-2-carbonyl]-boroPro-OH (12)**

**Step 1: (2R)-1-[(2S)-1-tert-Butoxycarbonyl-azetidine-2-carbonyl]-boroPro-(1S,2S,3R,5S)-pinanediol ester (11)**

[0295] To a solution of (2S)-azetidine-1,2-dicarboxylic acid 1-tert-butyl ester (169 mg, 0.8 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (5 mL) was added HOBt (105 mg, 0.8 mmol) and EDC (174 mg, 0.9 mmol). The reaction solution was then cooled to 0 °C in an ice bath for 10 min followed by sequential addition of 2 (200 mg, 0.7 mmol) and NMM (0.25 mL, 2.1 mmol). The reaction solution was allowed to warm up to room temperature and stirred overnight. The reaction mixture was diluted with additional CH<sub>2</sub>Cl<sub>2</sub> (5 mL), washed with NaHCO<sub>3</sub> (2 × 10 mL), 0.1 M aqueous HCl (5 mL) and brine (10 mL). The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub> and evaporated under reduced pressure. The resulting oily residue was purified by column chromatography (silica gel, solvent eluent gradient from 1:4 EtOAc/hexane to 1:2 EtOAc/hexane) to afford 11 as a clear viscous oil.

**Step 2: (2R)-1-[(2S)-Azetidine-2-carbonyl]-boroPro-OH (12)**

[0296] A solution of compound 11 in 4N HCl in dioxane was stirred at room temperature for 4 h. The solvent was removed under vacuum and the resulting residue was submitted to the pinanediol ester deprotection protocol described above for the preparation of boronic acid 4. Compound 12 was obtained as a white solid. 12·TFA salt <sup>1</sup>H-NMR (500 MHz, D<sub>2</sub>O) δ 5.23 (m, 1H), 4.11 (m, 1H), 3.90 (m, 1H), 3.42 (m, 1H), 3.18 (m, 1H), 2.99 (m, 1H), 2.79 (m, 1H), 2.55 (m, 1H), 1.92 (m, 3H), 1.63 (m, 1H). MS *m/z* (rel intensity) 199 (M + 1)<sup>+</sup> (7), 181 (M-17) (100), 152 (53).

**Example 13****Synthesis of Series C Compounds: (2R)-1-[(2S,4S)-4-Amino-pyrrolidine-2-carbonyl]-boroPro-OH (15)**

**Step 1: (2R)-1-[(2S,4S)-1-tert-Butoxycarbonyl-4-benzyloxycarbonylamino-pyrrolidine-2-carbonyl]-boroPro-(1S,2S,3R,5S)-pinanediol ester (13)**

[0297] The protocol described for the synthesis of 11 was followed employing (2S,4S)-Fmoc-4-amino-1-boc-pyrrolidine-2-carboxylic acid (628 mg, 2.2 mmol) in place of

azetidine-1,2-dicarboxylic acid 1-tert-butyl ester. Compound **13** was obtained as a clear colorless oil that was used in the next step without further purification.

**Step 2: (2R)-1-[(2S,4S)-1-tert-Butoxycarbonyl-4-amino-pyrrolidine-2-carbonyl]-boroPro-(1S,2S,3R,5S)-pinanediol ester (14)**

[0298] To a solution of **13** dissolved in DCM (10 ml) was added diethyl amine (5 ml) at once and the resulting colorless solution was stirred overnight at room temperature. The reaction was evaporated to dryness and additional DCM was added followed by evaporation once again to dryness. The resulting oil was purified by column chromatography (silica gel, eluted with a gradient of 2.5 to 5% MeOH in DCM, made visible by I<sub>2</sub> and/or PMA) to give **14** as a clear colorless oil in a 48% yield over 2 steps.

**Step 3: (2R)-1-[(2S,4S)-4-Amino-pyrrolidine-2-carbonyl]-boroPro-OH (15)**

[0299] The protocol described above for the N-Boc deprotection and pinanediol ester hydrolysis in the synthesis of compound **12** was applied to **14**. Compound **15** was obtained as a white solid. **15**·TFA salt <sup>1</sup>H-NMR (500 MHz, D<sub>2</sub>O) δ 4.42 (dd, 1H), 3.87 (m, 1H), 3.5 (dd, 1H), 3.28 (m, 2H), 3.07 (m, 1H), 2.73 (m, 1H), 2.64 (m, 1H), 1.86 (m, 1H), 1.72 (br m, 2H), 1.55 (br m, 2H), 1.34 (m, 2H). MS *m/z* (rel intensity) 228 (M + 1) (55), 210 (M + 1 - H<sub>2</sub>O) (95).

**Example 14**

**Synthesis of Series D Compounds: (2R)-1-[(2S)-4-Methanesulfonyl-piperazine-2-carbonyl]-boroPro-OH (19)**

**Step 1: (2R)-1-[(2S)-1-tert-Butoxycarbonyl-4-benzyloxycarbonyl-piperazine-2-carbonyl]-boroPro-(1S,2S,3R,5S)-pinanediol ester (16)**

[0300] The protocol described above for the synthesis of **11** was followed employing (2S)-N-1-Boc-N-4-Cbz-2-piperazine carboxylic acid (1 g, 2.6 mmol) in place of azetidine-1,2-dicarboxylic acid 1-tert-butyl ester. Compound **16** (690 mg, 1.5 mmol) was obtained in 57% yield as an oil after silica gel column chromatography. MS *m/z* (rel intensity) 618 (M + 23)<sup>+</sup> (17), 596 (M + 1)<sup>+</sup> (100), 496 (38).

**Step 2: (2R)-1-[(2S)-1-tert-Butoxycarbonyl-piperazine-2-carbonyl]-boroPro-(1S,2S,3R,5S)-pinanediol ester (17)**

[0301] To a solution of compound **16** (314 mg, 0.53 mmol) in MeOH (6 mL) was added Pd/C (40 mg). The mixture was stirred under a H<sub>2</sub> atmosphere for 2 h. Upon

completion of the reaction, it was filtered through a plough of Celite. The solvents were removed under reduced pressure and the oily residue used in the next step without further purification. MS  $m/z$  (rel intensity) 462 ( $M + 1$ )<sup>+</sup> (100), 406 (12), 362 (11).

**Step 3: (2*R*)-1-[(2*S*)-1-*tert*-Butoxycarbonyl-4-methanesulfonyl-piperazine-2-carbonyl]-boroPro-(1*S*,2*S*,3*R*,5*S*)-pinanediol ester (18)**

[0302] To a solution of compound 17 (214mg, 0.46 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (5 mL) cooled to 0 °C was sequentially added N-methylmorpholine (204 μL, 1.9 mmol) and methanesulfonyl chloride (72 μL, 0.93 mmol). The reaction mixture was allowed to warm up to room temperature and stir for 3 hours. The reaction was then diluted with CH<sub>2</sub>Cl<sub>2</sub> (6 ml) and water (6 mL). The organic phase was isolated and dried over MgSO<sub>4</sub>. After filtration, solvents were removed under reduced pressure. The oily residue was purified by column chromatography (silica gel) using a mixture of EtOAc/Hexanes as eluent. Compound 18 (112 mg, 0.21 mmol) was obtained in 45% yield. MS  $m/z$  (rel intensity) 562 ( $M + 23$ )<sup>+</sup> (14), 540 ( $M + 1$ ) (100), 388 (75).

**Step 4: (2*R*)-1-[(2*S*)-4-Methanesulfonyl-piperazine-2-carbonyl]-boroPro-OH (19)**

[0303] The protocol described above for the N-Boc deprotection and pinanediol ester hydrolysis in the synthesis of compound 12 was applied to 18 (112 mg, 0.21 mg). Compound 19 (32 mg, 0.11 mmol) was obtained in 53% yield. 19·TFA salt <sup>1</sup>H-NMR (500 MHz, D<sub>2</sub>O) δ 4.32 (dd,  $J = 11.0, 3.5$  Hz, 1H), 4.05 (m, 1H), 3.93 (m, 1H), 3.77 (m, 1H), 3.60 (ddd,  $J = 10.5, 8.0, 2.5$  Hz, 1H), 3.47 (ddd,  $J = 12.5, 3.0, 3.0$ , 1H), 3.35 (m, 2H), 3.16 (m, 2H), 3.02 (dd,  $J = 13.8, 11.3$  Hz, 1H), 2.93 (s, 3H), 1.96 (m, 2H), 1.81 (m, 1H), 1.72 (m, 1H), 1.56 (m, 1H). MS  $m/z$  (rel intensity) 575 (12), 328 ( $M + 23$ )<sup>+</sup> (6), 288 ( $M - 17$ ) (100).

**Example 15**

**Synthesis of Series F Compounds: (2*R*)-1-{2-[(3*S*)-Pyrrolidin-3-ylamino]-acetyl}-boroPro-OH (21)**

**Step 1: (2*R*)-1-{2-[(3*S*)-1-*tert*-Butoxycarbonyl-pyrrolidin-3-ylamino]-acetyl}-boroPro-(1*S*,2*S*,3*R*,5*S*)-pinanediol ester (20)**

[0304] The protocol described above for the synthesis of 3B was followed employing (3*S*)-3-amino-pyrrolidine-1-carboxylic acid *tert*-butyl ester in place of cyclopentylamine. Compound 20 was obtained as an oil.

**Step 2: (2*R*)-1-{2-[(3*S*)-Pyrrolidin-3-ylamino]-acetyl}-boroPro-OH (21)**

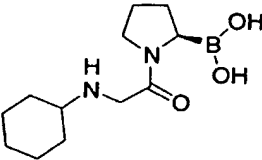
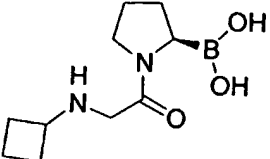
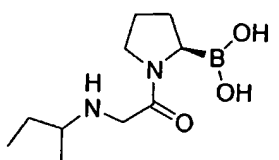
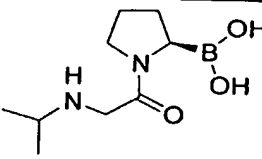
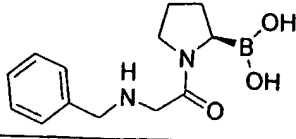
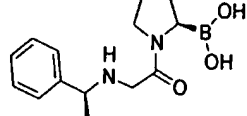


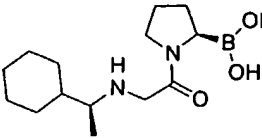
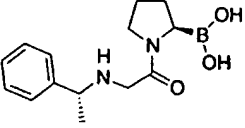
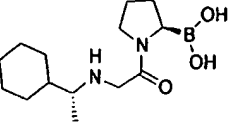
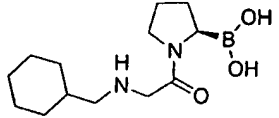
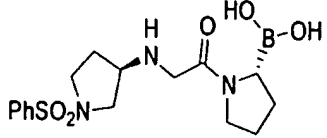
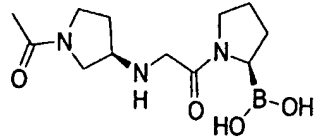
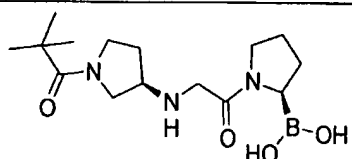
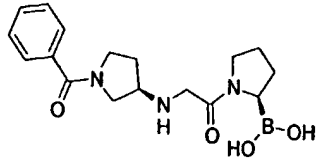
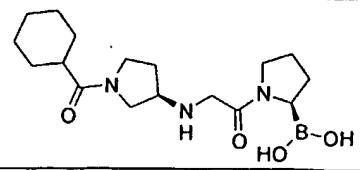
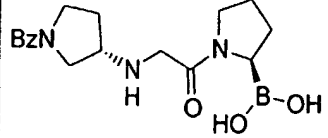
[0305] The protocol described above for the N-Boc deprotection and pinanediol ester deprotection of compound 12 was applied to 20. Compound 21 was obtained as a white solid. 21·TFA salt  $^1\text{H-NMR}$  (500 MHz,  $\text{CD}_3\text{OD}$ )  $\delta$  4.12 (m, 3H), 3.76 (m, 1H), 3.54 (m, 3H), 3.41 (m, 2H), 3.26 (m, 1H), 2.55 (m, 1H), 2.28 (m, 1H), 2.05 (m, 3H), 1.74 (m, 1H). MS  $m/z$  (rel intensity) 241 (M) (27), 224 (100), 209 (73), 155 (47).

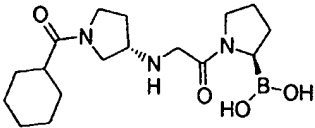
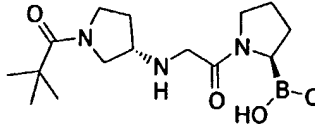
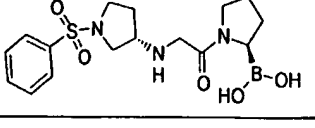
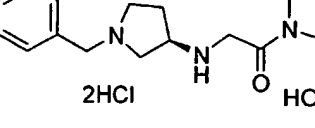
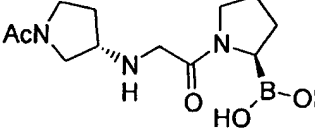
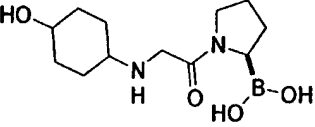
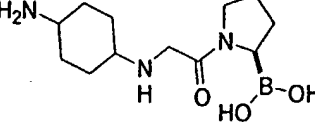
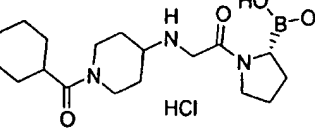
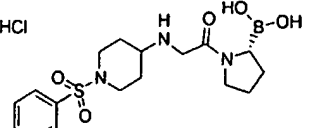
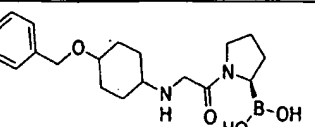
### Example 16

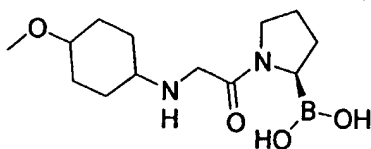
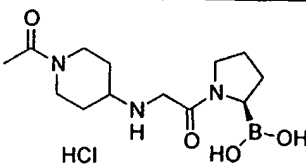
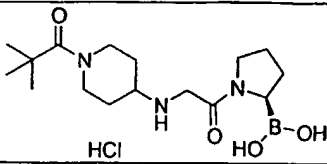
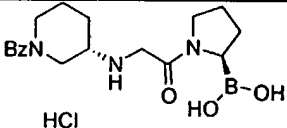
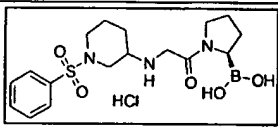
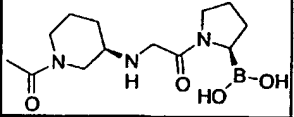
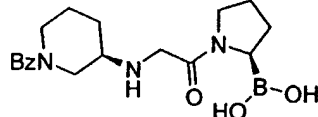
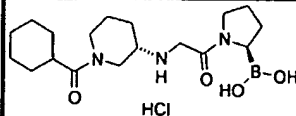
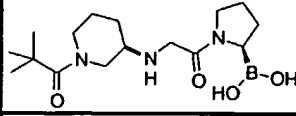
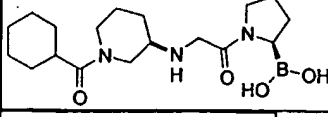
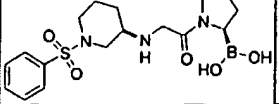
[0306] Using the procedures illustrated above, the following compounds in the Table were prepared and characterized using liquid chromatography-mass spectroscopy (LC-MS).

TABLE

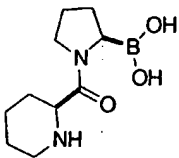
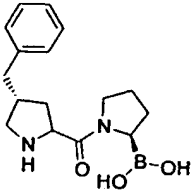
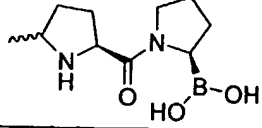
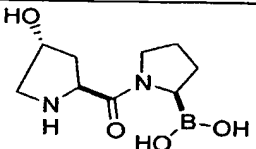
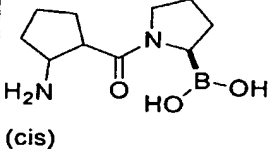
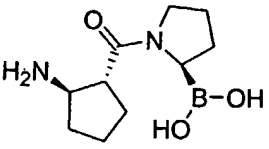
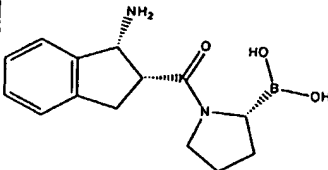
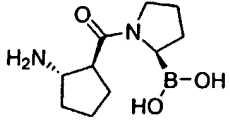
Compound No.	Series	Structure	LC-MS
22	A		255 (M+1)(13), 237 (100)
23	A		227 (M+1)(10), 209 (100)
24	A		229 (M+1)(18), 211 (100)
25	A		215 (M+1)(12), 197 (100)
26	A		263 (M+1)(5), 245 (100)
27	A		277 (M+1)(4), 259 (100)

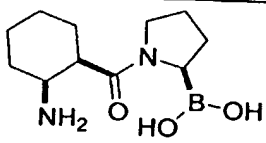
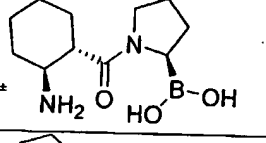
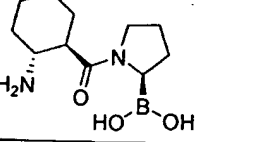
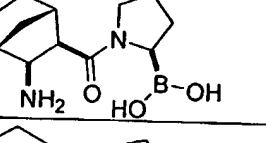
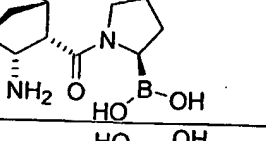
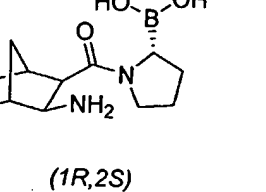
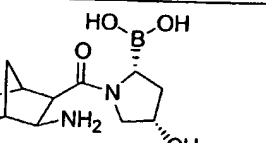
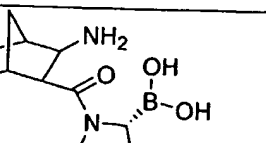
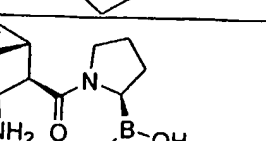
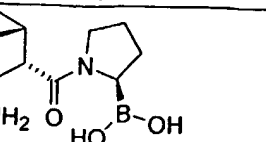
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28	A		283 (M+1)(22), 265 (100)
29	A		277 (M+1)(5), 259 (100)
30	A		283 (M+1)(21), 265 (100)
31	A		269 (M+1)(16), 251 (100)
32	A		763 (6), 382 (M+1)(100)
33	A		284 (M+1)(19), 266(100)
34	A		651 (28), 326 (M+1)(57), 308 (100)
35	A		691 (22), 346 (M+1)(100), 328 (86)
36	A		703 (28), 352 (M+1)(18), 334 (100)
37	A		691 (49), 346 (M+1)(14), 328 (100)

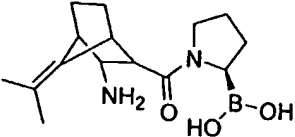
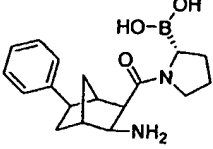
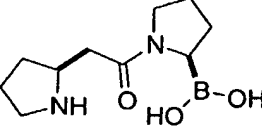
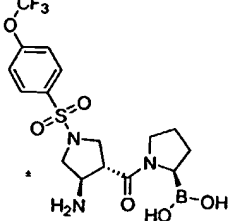
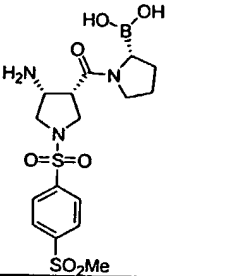
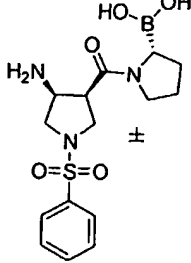
Compound No.	Series	Structure	LC-MS
38	A		703 (27), 352 (M+1)(3), 334 (100)
39	A		651 (48), 326 (13), 308 (100)
40	A		382 (M+1)(100), 364 (7)
41	A		332 (M+1)(100), 314 (10)
42	A		531 (15), 266 (M-17)(100)
43	A		271 (M+1)(100), 253 (16)
44	A		270 (M+1)(100), 252 (17)
45	A		731 (42), 366 (M+1)(100), 348 (43)
46	A		791 (12), 396 (M+1)
47	A		721 (10), 361 (M+1)(100)

Compound No.	Series	Structure	LC-MS
48	A		285 (M+1)(100), 267 (12)
49	A		595 (48), 298 (M+1)(100), 280 (80)
50	A		679 (29), 340 (100)
51	A		719 (92), 360 (M+1)(65), 342 (100)
52	A		791 (35), 396 (M+1)(100), 378 (14)
53	A		595 (89), 298 (M+1)(44), 280 (100)
54	A		719 (72), 360 (M+1)(40), 342 (100)
55	A		731 (100), 366 (M+1)(34), 348 (86)
56	A		340 (M+1)(5), 322 (100), 304 (18)
57	A		731 (100), 366 (M+1)(52), 348 (94)
58	A		773 (33), 396 (M+1)(100), 378 (16)

Compound No.	Series	Structure	LC-MS
59	A		595 (93), 298 (M+1)(26), 280 (100)
60	A		679 (100), 340 (98), 322 (70)
61	A		346 (M+1)(100), 328 (12)
62	B		249(M-17)major, 267(M+1)minor
63	B		289(M+1)minor, 271(M-17)major
64	B		289(M+1)minor, 271(M-17)major
65	B		213(M-17), 425(2M+1)
66	B		282(M-17) major
67			257(M-17)major, 275(M+1)minor

Compound No.	Series	Structure	LC-MS
68	B		209(M-17)major, 227(M+1)minor
69	B		285(M-17)major, 303(M+1)minor
70	B		209(M-17)major, 227(M+1)minor
71	B		211(M-17)major, 229(M+1)minor
72	B		209(M-17)major, 227(M+1)minor
73	B		209(M-17)major, 227(M+1)minor
74	B		257(M-17)major, 275(M+1)minor
75	B		209(M-17)major, 227(M+1)minor

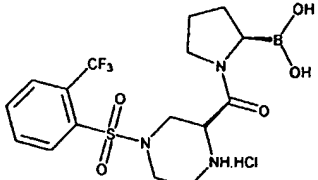
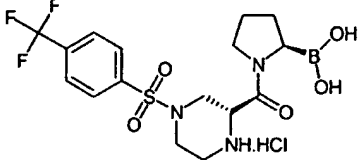
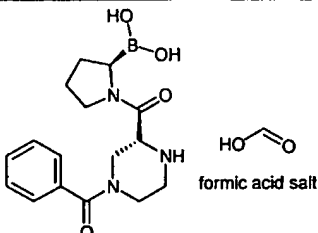
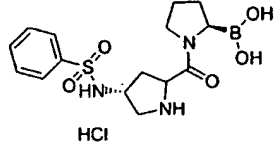
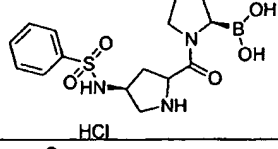
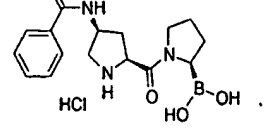
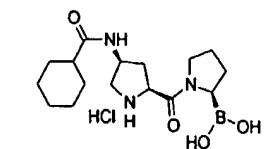
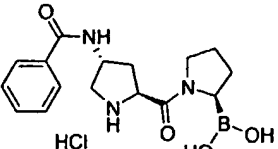
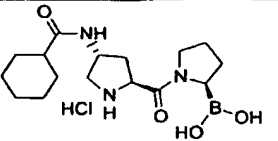
Compound No.	Series	Structure	LC-MS
76	B		223(M-17)major, 241(M+1)minor
77	B		223(M-17)major, 241(M+1)minor
78	B		223(M-17)major, 241(M+1)minor
79	B		235(M-17)major, 253(M+1)minor
80	B		235(M-17)major, 253(M+1)minor
81	B	 (1R,2S)	235(M-17)major, 253(M+1)minor
82	B		251(M-17)major, 269(M+1)minor
83	B		235(M-17)major, 253(M+1)minor
84	B		233(M-17)major, 251(M+1)minor
85	B		233(M-17)major, 251(M+1)minor

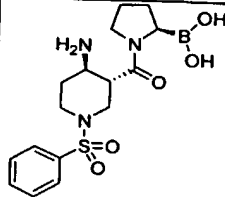
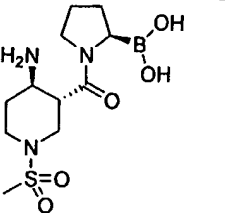
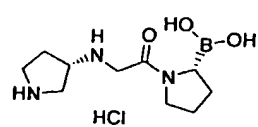
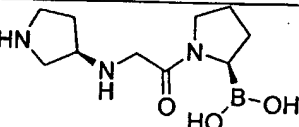
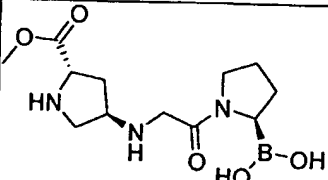
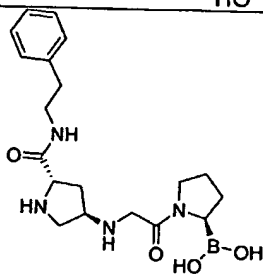
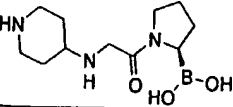
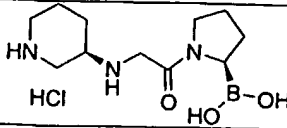
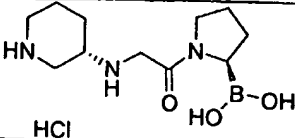
Compound No.	Series	Structure	LC-MS
86	B		275(M-17)major, 293(M+1)minor
87	B	 70% 6-Ph, 30% 5-Ph Predominate isomer drawn	311(M-17)major, 329(M+1)minor
88	B		209(M-17)major, 227(M+1)minor
89	B		434(M-17) major
90	B		446 (M+1)(23), 428 (100)
91	B		350(M-17)major, 368(M+1)minor

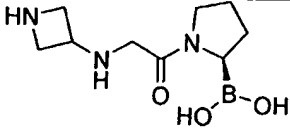
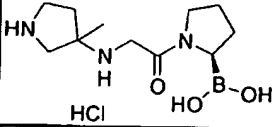
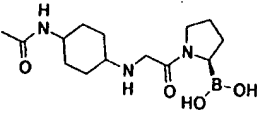
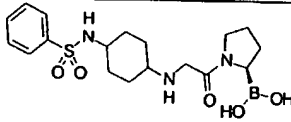
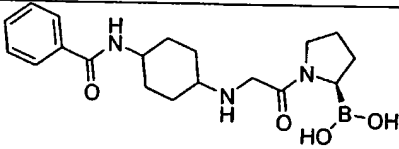
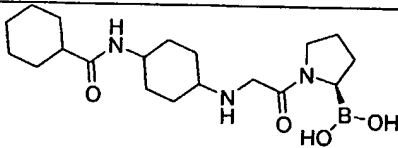


Compound No.	Series	Structure	LC-MS
92	B		434(M-17) major
93	B		346 (M+1)(100), 328 (14)
94	B		511 (9), 256 (M+1)(100), 238 (19)
95	B		201 (M+1)(100), 183 (22)
96	B		255 (M+1)(100), 237 (100)
97	B		187 (M+1)(5), 169 (100)
98	B		243(M+1)(5), 225 (71)
99	B		449(5), 243(M+1)(7), 225 (100)
100	B		223(M+23)(3), 183(48)

Compound No.	Series	Structure	LC-MS
101	B	$\text{HCO}_2\text{H}$ 	223(M+23)(4), 183(10)
102	C		228(M+1)(55), 210 (M-17)(95)
103	C		210(M-17)major, 228(M+1)minor
104	C		210(M-17)major, 228(M+1)minor
105	D		575 (12), 328 (M+23)(6), 288 (100)
106	D		452 (M+1)(3), 434 (100)
107	D		368 (M+1)(2), 350 (100)
108	D		428 (M-17)(100)
109	D		386 (M-17)(100)

Compound No.	Series	Structure	LC-MS
110	D		436 (M+1)(10), 418 (100)
111	D		436 (M+1)(4), 418 (100)
112	D		627 (25), 332 (M+1)(10), 314 (100)
113	D		368(M+1)(38), 350 (100)
114	D		350 (M-17)(100), 332 (22)
115	D		332(M+1)(4), 314 (93)
116	D		338(M+1)(3), 320 (98)
117	D		332(M+1)(27), 314 (100)
118	D		338 (M+1)(21), 320 (100)

Compound No.	Series	Structure	LC-MS
119	D		727(8), 364 (M-17)(56)
120	D		603(24), 302 (M-17)(73)
121	F		242 (M+1)(100), 224 (19)
122	F		242 (M+1)(100), 224 (9)
123	F		300 (M+1)(11), 282 (100)
124	F		371(M-17)major, 389(M+1)minor
125	F		256 (M+1)(100)
126	F		256 (M+1)(100), 238(8)
127	F		256 (M+1)(100), 238(10)

Compound No.	Series	Structure	LC-MS
128	F		210(M-17)(major), 228 (M+1)(minor)
129	F		256 (M+1)(100), 238 (28)
130	G		623 (28), 312 (M+1) (100), 294 (30)
131	G		819 (20), 410 (100)
132	G		374 (M+1)(100), 356 (67)
133	G		759 (57), 380 (M+1)(100), 362 (64)

### Example 17

#### Dependence of Aminoboronate and Boronic Acid Forms of Inventive Compounds on pH

[0307] A 0.4 M stock solution of  $\text{Na}_2\text{HPO}_4$  was prepared by dissolving 909 mg of salt in 16 mL of  $\text{D}_2\text{O}$ . pH was adjusted to the desired value by dropwise addition of either 20% DCl in  $\text{D}_2\text{O}$  or 5% DCl in  $\text{D}_2\text{O}$ . The pH values were measured with a Fisher Scientific Accumet AB15 pH meter. Aliquots of the stock solution (4 mL) were prepared and 8 mg of compound 4 in the closed form (aminoboronate) were added to each one. The scintillation vials were capped, sealed with parafilm and allowed to stand in the dark for three days. After this time pH was measured again. The open/closed (i.e., linear/cyclic) ratio of compound 4 isomers at each pH was determined by recording the corresponding  $^1\text{H}$ -NMR spectra in a Varian AS 500 MHz instrument and measuring the ratio of the

integrals of the peaks at 2.90-2.95 ppm and 2.40-2.50 ppm characteristic of the open and closed forms, respectively. FIG. 1 shows that the closed form predominates at higher pHs such as physiological pH, whereas the open form predominates at lower pHs.

#### **Example 18**

**[0308]** The final compounds of Examples 1-16 were tested in vitro as described herein and each displayed an  $IC_{50}$  or  $K_i$  of 10  $\mu$ M or less.

**[0309]** While the invention has been described and exemplified in sufficient detail for those skilled in this art to make and use it, various alternatives, modifications, and improvements will be apparent to those skilled in the art without departing from the spirit and scope of the claims.

**[0310]** All patents and publications are herein incorporated by reference to the same extent as if each individual publication was specifically and individually indicated to be incorporated by reference.

**[0311]** The invention illustratively described herein suitably may be practiced in the absence of any element or elements, limitation or limitations which is not specifically disclosed herein. Thus, for example, in each instance herein any of the terms "comprising", "consisting essentially of" and "consisting of" may be replaced with either of the other two terms. The terms and expressions which have been employed are used as terms of description and not of limitation, and there is no intention that in the use of such terms and expressions of excluding any equivalents of the features shown and described or portions thereof, but it is recognized that various modifications are possible within the scope of the invention claimed. Thus, it should be understood that although the present invention has been specifically disclosed by preferred embodiments and optional features, modification and variation of the concepts herein disclosed may be resorted to by those skilled in the art, and that such modifications and variations are considered to be within the scope of this invention as defined by the appended claims.

**[0312]** In addition, where features or aspects of the invention are described in terms of Markush groups, those skilled in the art will recognize that the invention is also thereby described in terms of any individual member or subgroup of members of the Markush group. For example, if X is described as selected from the group consisting of bromine,

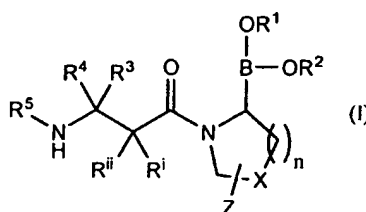
chlorine, and iodine, claims for X being bromine and claims for X being bromine and chlorine are fully described.

[0313] Other embodiments are set forth within the following claims.

## CLAIMS

What is claimed is:

1. A compound of formula I:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

n is 1 to 3;

X is CH<sub>2</sub>; S; O; CF<sub>2</sub> or C(CH<sub>3</sub>)<sub>2</sub>;

Z is H; halogen; hydroxyl; (C<sub>1-6</sub>)alkoxy; (C<sub>1-12</sub>)alkyl; (C<sub>3-12</sub>)cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl;

and

optionally, one of the bonds in the ring containing X is a double bond;

R<sup>1</sup> and R<sup>2</sup> independently or together are hydrogen; a boronic acid protecting group; or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids;

CR<sup>i</sup>R<sup>ii</sup> may be present or absent, wherein if CR<sup>i</sup>R<sup>ii</sup> is present, then R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are selected from (aa), (bb) or (cc):

(aa) R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and

R<sup>5</sup> is

a) hydrogen;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)

cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

R<sup>6</sup> is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl;



trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

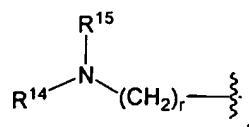
e)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic

carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

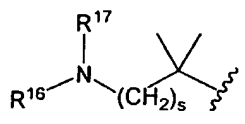
f) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

g) a group of the formula:



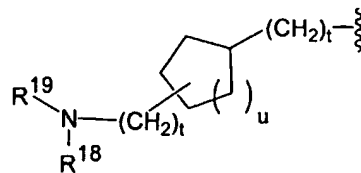
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



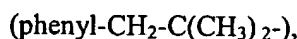
where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



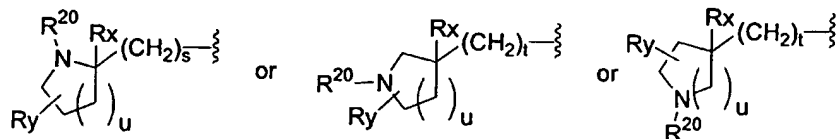
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

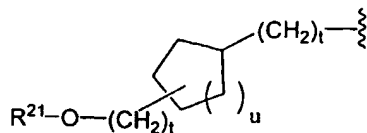
k) a group f:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl; pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

$s$  is 1 to 6;  $t$  is 0 to 6; and  $u$  is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

(bb)  $R^i$ ,  $R^{ii}$ ,  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^i$  together with  $R^3$  or  $R^4$ , or  $R^{ii}$  together with  $R^3$  or  $R^4$ , and the atoms to which they are attached form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO or  $SO_2$ ; and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa); or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m-$  where  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxycarbonyl-amino; alkoxycarbonyl; aryloxycarbonyl; or alkylaminocarbonylamino; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(cc)  $R^i$  and  $R^3$  are hydrogen; and  $R^{ii}$  and  $R^4$  together form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa) or (bb) and

$R^5$  is any of the groups in (aa) or (bb); and

if  $CR^iR^{ii}$  is absent, then  $R^3$ ,  $R^4$  and  $R^5$  are selected from (dd), (ee) or (ff):

(dd)  $R^3$  and  $R^4$  are hydrogen; and

$R^5$  is

a) hydrogen, provided that  $R^5$  is not hydrogen when n is 1, X is  $CH_2$ , and Z is H;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$ cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-SR^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently

plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

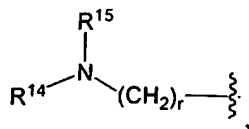
d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which  $j$  is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

e)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; and  $p$  is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsufonyl; phenylsufonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

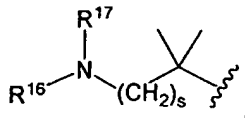
f)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and  $q$  is 0 to 3;

g) a group of the formula:



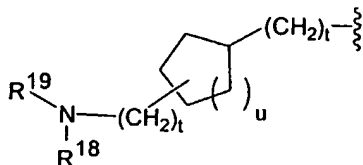
where  $\text{R}^{14}$  and  $\text{R}^{15}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl;  $(\text{C}_{3-12})$ cycloalkyl ring;  $(\text{C}_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(\text{C}_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{14}$  and  $\text{R}^{15}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $r$  is 2 to 6;

h) a group of the formula:



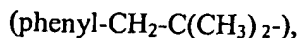
where  $\text{R}^{16}$  and  $\text{R}^{17}$  are each independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{16}$  and  $\text{R}^{17}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6;

i) a group of the formula:



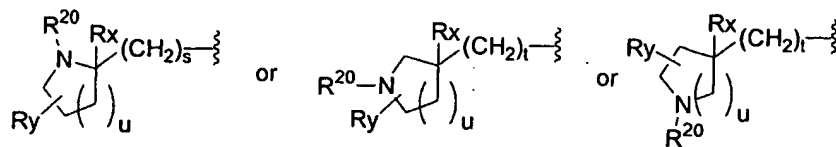
where  $\text{R}^{18}$  and  $\text{R}^{19}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{18}$  and  $\text{R}^{19}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $\text{R}^{12}$ ;

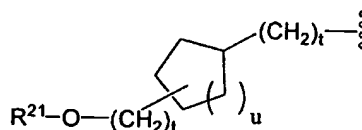
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy,



alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl, provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z, R<sup>3</sup> and R<sup>5</sup> are H, R<sup>4</sup> is not a side chain of a naturally occurring α-amino acid, and provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and R<sup>5</sup> are H, R<sup>3</sup> and R<sup>4</sup> are not both methyl; or

R<sup>4</sup> and R<sup>5</sup> together form -(CR<sup>22</sup>R<sup>23</sup>)<sub>m</sub> - where m is 2 to 6, and R<sup>22</sup> and R<sup>23</sup> are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxycarbonyl-amino; alkoxycarbonyl; aryloxycarbonyl; or alkylaminocarbonylamino; provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, Z and R<sup>3</sup> are H, R<sup>4</sup> and R<sup>5</sup> together are not -(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>3</sub>-; or

R<sup>4</sup> and R<sup>5</sup> together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or SO<sub>2</sub>; or

R<sup>4</sup> and R<sup>5</sup> together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(ff) R<sup>3</sup> is hydrogen; and R<sup>4</sup> and R<sup>5</sup> together with the atoms to which they are attached form a 4 to 8 member mono- or polycyclic heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and SO<sub>2</sub>, wherein the heterocyclic ring system is optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and R<sup>3</sup> are H, R<sup>4</sup> and R<sup>5</sup> together are not -(CH<sub>2</sub>)<sub>2</sub>- or -(CH<sub>2</sub>)<sub>3</sub>-; and

wherein a bond containing a wavy line signifies a point of attachment.

2. The compound of claim 1 wherein R<sup>1</sup> and R<sup>2</sup> independently or together are the boronic acid protecting group formed from (+)-pinanediol; pinacol; 1,2-dicyclohexylethanediol; 1,2-ethanediol; 2,2-diethanolamine; 1,3-propanediol; 2,3-butanediol, diisopropyl tartrate; 1,4-butanediol; diisopropylethanediol; (S,S)-5,6-decanediol; 1,1,2-triphenyl-1,2-ethanediol; (2R,3R)-1,4-dimethoxy-1,1,4,4-tetraphenyl-2,3-butanediol; methanol; ethanol; isopropanol; catechol; or 1-butanol.

3. The compound of claim 1 wherein  $R^1$  and  $R^2$  independently or together are a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids formed from 1,2-dicyclohexylethanedione; 1,2-ethanedione; 1,3-propanedione; 2,3-butanedione, 1,4-butanedione; diisopropylethanedione; methanol; ethanol; isopropanol; or 1-butanol.

4. The compound of claim 1 wherein if  $CR^iR^{ii}$  is absent, then  $R^3$ ,  $R^4$  and  $R^5$  are selected from (dd), (ee) or (ff):

(dd)  $R^3$  and  $R^4$  are hydrogen; and

$R^5$  is

a)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$ cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-SR^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

b) aryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; or heteroaryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

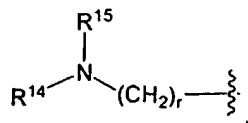
c) indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub>adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub>adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene;

d) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

e) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

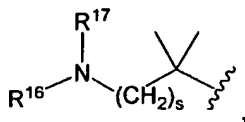
f) a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl;

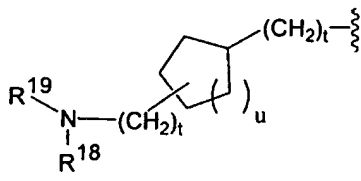
phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

g) a group of the formula:



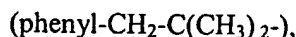
where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6;

h) a group of the formula:



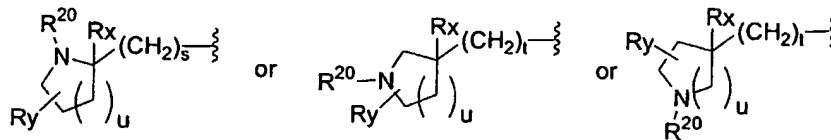
where R<sup>18</sup> and R<sup>19</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>18</sup> and R<sup>19</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3;

i) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with R<sup>12</sup>;

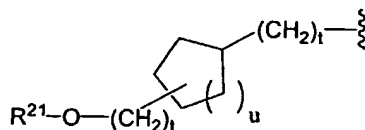
j) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

k) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$  and  $R^4$  are independently hydrogen, alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl;

$R^5$  is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m$  - wherein  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxycarbonyl-amino; alkoxycarbonyl; aryloxycarbonyl; or alkylaminocarbonylamino; provided that when  $n$  is 1,  $X$  is  $CH_2$ , and  $Z$  and  $R^3$  are H,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2$ - or  $-(CH_2)_3$ -; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(ff)  $R^3$  is hydrogen; and  $R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 member mono- or polycyclic heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , wherein the heterocyclic ring system is optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when  $n$  is 1,  $X$  is  $CH_2$ , the ring containing  $X$  is saturated, and  $Z$  and  $R^3$  are H,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2$ - or  $-(CH_2)_3$ -.

5. The compound of claim 1 wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

6. The compound of claim 5 wherein R<sup>5</sup> is (C<sub>1-12</sub>)alkyl or (C<sub>3-12</sub>)cycloalkyl.

7. The compound of claim 6 wherein R<sup>5</sup> is methyl, ethyl, n-propyl, isopropyl, n-butyl, isobutyl, sec-butyl, tert-butyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclohexylmethyl, 1-cyclohexylethyl, or adamantyl.

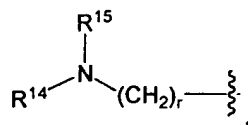
8. The compound of claim 1 wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub> adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]-oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub> adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene.

9. The compound of claim 1 wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido;

alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ .

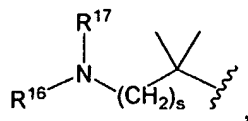
10. The compound of claim 1 wherein X is  $\text{CH}_2$ ; the ring containing X is saturated;  $\text{CR}^{\text{i}}\text{R}^{\text{ii}}$  is absent;  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is  $(R^{13})_2\text{CH}(\text{CH}_2)_q$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3.

11. The compound of claim 1 wherein X is  $\text{CH}_2$ ; the ring containing X is saturated;  $\text{CR}^{\text{i}}\text{R}^{\text{ii}}$  is absent;  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl;  $(\text{C}_{3-12})$ cycloalkyl ring;  $(\text{C}_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(\text{C}_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and r is 2 to 6.

12. The compound of claim 1 wherein X is  $\text{CH}_2$ ; the ring containing X is saturated;  $\text{CR}^{\text{i}}\text{R}^{\text{ii}}$  is absent;  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is a group of the formula:

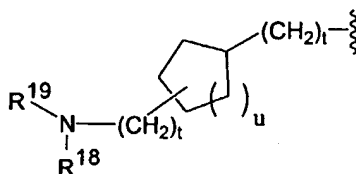


where  $R^{16}$  and  $R^{17}$  are each independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl



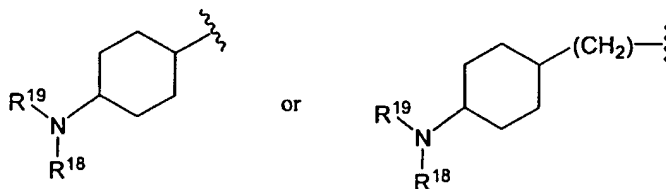
groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6.

13. The compound of claim 1 wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $CR^iR^{ii}$  is absent,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is a group of the formula:

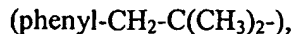


where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3.

14. The compound of claim 13 wherein  $R^5$  has formula:

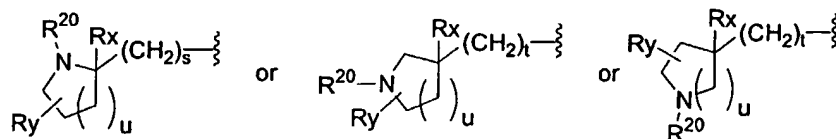


15. The compound of claim 1 wherein  $X$  is  $CH_2$ ; the ring containing  $X$  is saturated;  $CR^iR^{ii}$  is absent,  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen; and  $R^5$  is a group of the formula:



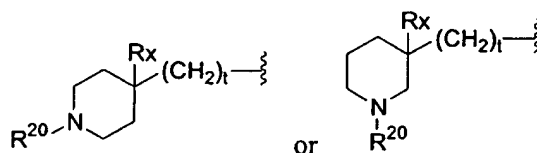
where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ .

16. The compound of claim 1 wherein X is CH<sub>2</sub>; the ring containing X is saturated; CR<sup>i</sup>R<sup>ii</sup> is absent, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:

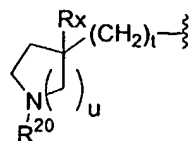


where R<sup>20</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; (C<sub>3-8</sub>)cycloalkylcarbonyl; benzyl; benzoyl; (C<sub>1-6</sub>)alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; R<sub>x</sub> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>3-12</sub>) cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; R<sub>y</sub> is absent or is halogen, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl; s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

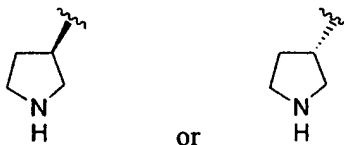
17. The compound of claim 16 wherein R<sup>5</sup> has formula:



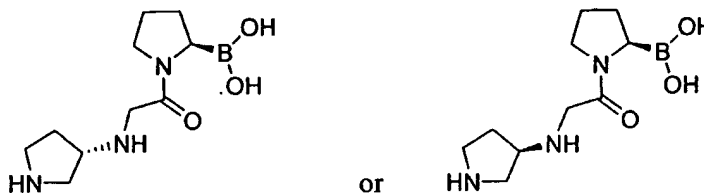
18. The compound of claim 16 wherein R<sup>5</sup> is



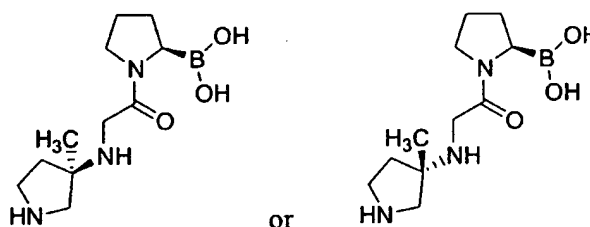
19. The compound of claim 18 wherein  $R^5$  is



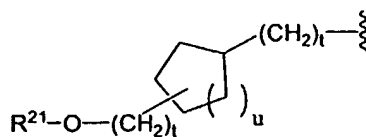
20. The compound of claim 16 that has the formula:



21. The compound of claim 16 that has the formula:

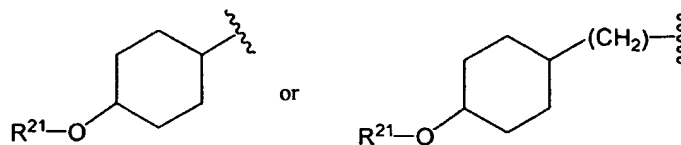


22. The compound of claim 1 wherein  $X$  is  $\text{CH}_2$ ; the ring containing  $X$  is saturated;  $\text{CR}^i\text{R}^{ii}$  is absent,  $\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$  and  $\text{R}^4$  are hydrogen; and  $\text{R}^5$  is a group of the formula:



where  $\text{R}^{21}$  is hydrogen;  $(\text{C}_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $\text{R}^{12}$ ; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3.

23. The compound of claim 22 wherein  $R^5$  has formula:



24. The compound of claim 1 wherein  $R^1$  and  $R^2$  are hydrogen;  $n$  is 1;  $X$  together with an adjacent ring carbon and  $Z$  form a fused cyclopropyl;  $CR^iR^{ii}$  is absent; are hydrogen; and  $R^5$

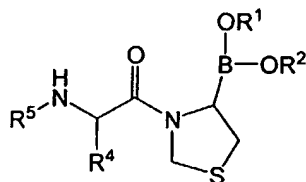
$R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m-$  where  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxycarbonyl-amino; alkoxycarbonyl; aryloxycarbonyl; or alkylaminocarbonylamino; or

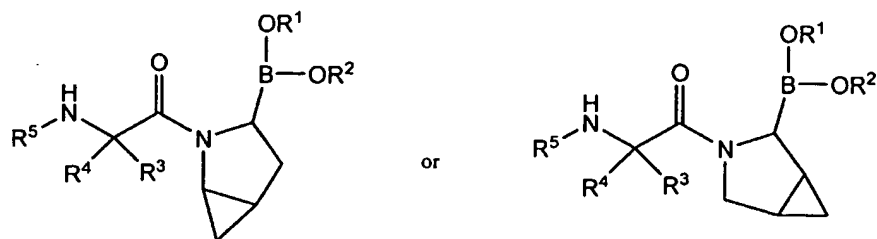
$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto.

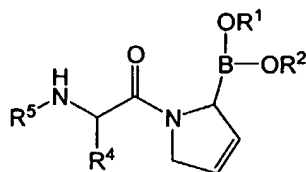
25. The compound of claim 1 that has formula:



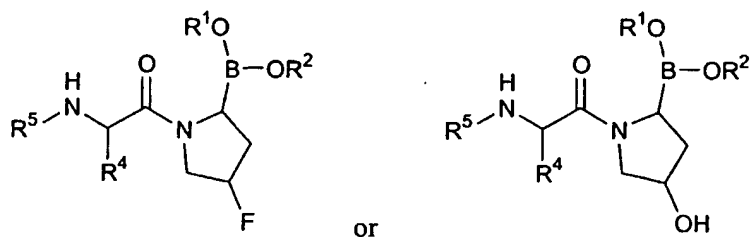
26. The compound of claim 1 that has formula:



27. The compound of claim 1 that has formula:



28. The compound of claim 1 that has formula:



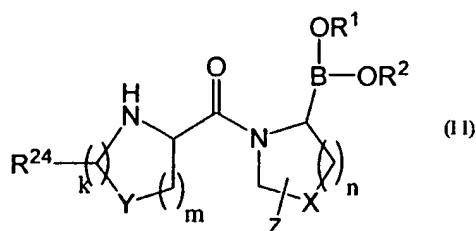
29. The compound of claim 1 wherein  $R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are hydrogen;  $n$  is 1;  $X$  is  $CH_2$ ;  $CR^iR^{ii}$  is absent; and  $R^5$  is aryl or aralkyl.

30. The compound of claim 1 wherein

if  $CR^iR^{ii}$  is present,  $R^i$  and  $R^3$  are hydrogen;  $R^{ii}$  and  $R^4$  together form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa) or (bb) and  $R^5$  is any of the groups in (aa) or (bb); or

if  $CR^iR^{ii}$  is absent, then  $R^3$  is hydrogen; and  $R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when n is 1, X is  $CH_2$ , the ring containing X is saturated, and Z and  $R^3$  are hydrogen,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2-$  or  $-(CH_2)_3-$ .

31. The compound of claim 30 that has formula II:



wherein:

Y is O, S,  $CHR^{25}$  or  $NR^{26}$ ;

k is 0 to 3 and m is 0 to 3 when Y is  $CHR^{25}$ ;

k is 2 to 3 and m is 1 to 3 when Y is O or  $NR^{26}$ ;

each  $R^{24}$  is independently:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

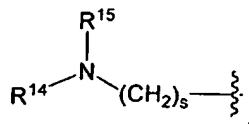
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

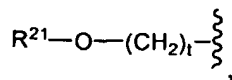
e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 1 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and  $t$  is 1 to 6;

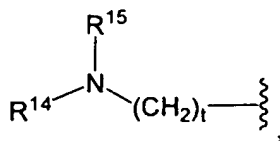
$R^{25}$  is:

- a) hydrogen;
- b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;
- c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;
- d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl;  $p$  is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

- e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and  $q$  is 0 to 3;

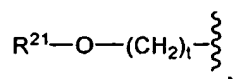
- f) a group of the formula:





where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and t is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 to 6; and

$R^{26}$  is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

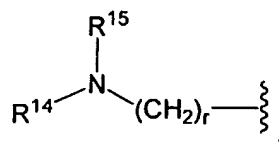
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{27}(CH_2)_p-$ , where  $R^{27}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

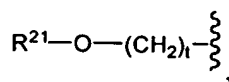
e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and r is 0 or 2 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 or 2 to 6.

32. The compound of claim 31 wherein X is  $CH_2$ ; the ring containing X is saturated; and  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen.

33. The compound of claim 31 wherein X is  $CH_2$ ; the ring containing X is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is hydrogen, provided that if k, n, and m are each 1, and Y is  $CHR^{25}$ , Z is not H.

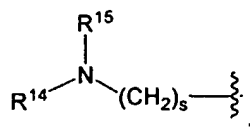
34. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

35. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

36. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

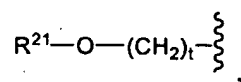
37. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

38. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6.

39. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 1 to 6.

40. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>24</sup> are hydrogen.

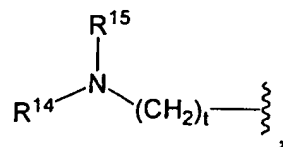
41. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

42. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

43. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

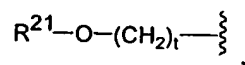
44. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

45. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and t is 0 to 6.

46. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 to 6.

47. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> and R<sup>26</sup> are hydrogen.

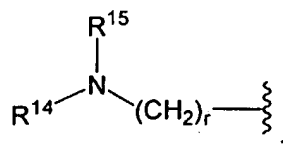
48. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

49. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

50. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is R<sup>27</sup>(CH<sub>2</sub>)<sub>p</sub>-, where R<sup>27</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; and p is 0 to 3.

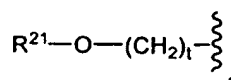
51. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

52. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is a group of the formula:



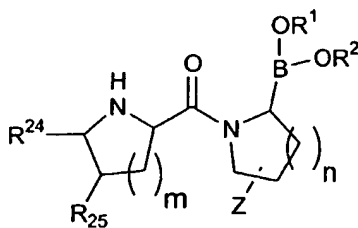
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 0 or 2 to 6.

53. The compound of claim 31 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 or 2 to 6.

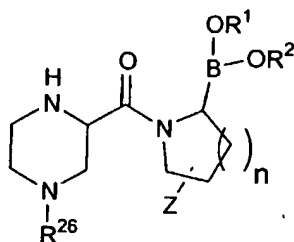
54. The compound of claim 31 that has formula:



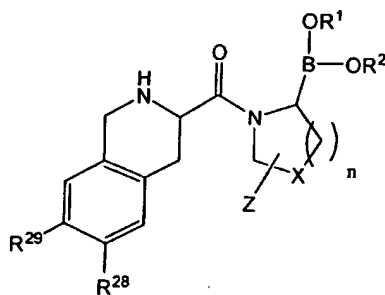
55. The compound of claim 54 wherein R<sup>25</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.



56. The compound of claim 31 that has formula:



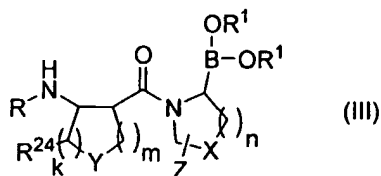
57. The compound of claim 31 that has formula:



wherein:

$R^{28}$  and  $R^{29}$  are each independently hydrogen, hydroxy, alkyl, alkoxy, aryloxy, or halogen.

58. The compound of claim 30 that has formula III:



wherein:

Y is O, S, CHR<sup>25</sup> or NR<sup>26</sup>;

k is 0 to 3 and m is 0 to 3 when Y is CHR<sup>25</sup>;

k is 1 to 3 and m is 0 to 3 when Y is NR<sup>26</sup>;

k is 1 to 3 and m is 0 to 3 when Y is O;

R is

a) hydrogen;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

R<sup>6</sup> is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; amino, where the amino group is optionally mono- or independently plurisubstituted with R<sup>8</sup>; -SOR<sup>8</sup>; -SO<sub>2</sub>R<sup>8</sup>; -COR<sup>8</sup>; -CO<sub>2</sub>R<sup>8</sup>; -CONHR<sup>8</sup>; -CON(R<sup>8</sup>)<sub>2</sub>; -OR<sup>8</sup>; or -S-R<sup>8</sup>;

R<sup>7</sup> is halogen; (C<sub>1-10</sub>)alkyl; (C<sub>1-10</sub>)alkoxy; (C<sub>1-10</sub>)alkylamino; (C<sub>1-10</sub>) dialkylamino; benzyl; benzyloxy; hydroxyl(C<sub>1-6</sub>)alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

R<sup>8</sup> is (C<sub>1-10</sub>)alkyl; (C<sub>2-10</sub>)alkenyl; (C<sub>2-10</sub>)alkynyl; (C<sub>3-10</sub>)cycloalkyl; (C<sub>5-10</sub>)cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

c) aryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; or heteroaryl optionally fused to a (C<sub>3-10</sub>)cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

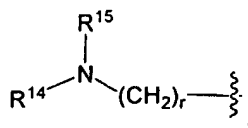
d) indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub>adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub>adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene;

e) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

f) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

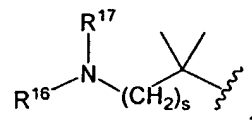
g) a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the

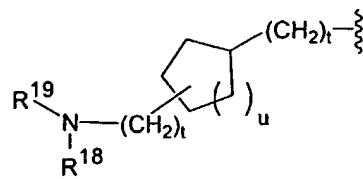
cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



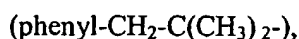
where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



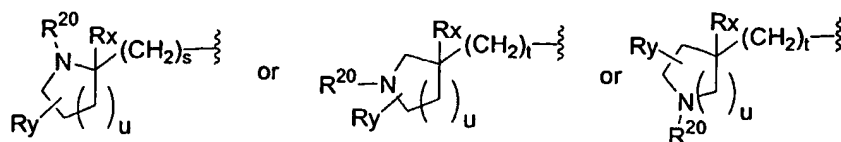
where R<sup>18</sup> and R<sup>19</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>18</sup> and R<sup>19</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with R<sup>12</sup>;

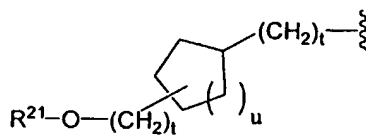
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

1) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3;

each  $R^{24}$  is independently:

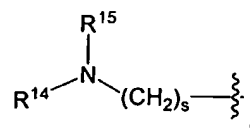
- a) hydrogen;
- b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;
- c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;
- d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl

ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

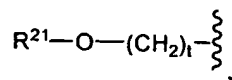
e) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

f) a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 0 to 6; or

g) a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 to 6;

R<sup>25</sup> is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

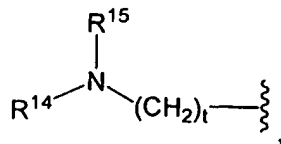
c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

d)  $R^{11}(CH_2)_p$ - where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

e)  $(R^{13})_2CH(CH_2)_q$ -, where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

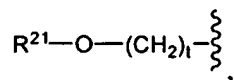
f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are

optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and t is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 to 6; and

$R^{26}$  is:

a) hydrogen;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ ;

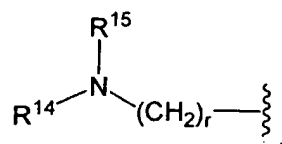
d)  $R^{27}(CH_2)_p$ , where  $R^{27}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl;  $(C_{1-8})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; p is 0 to 3; and

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;



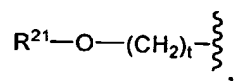
e)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and r is 0 or 2 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 or 2 to 6.

59. The compound of claim 58 wherein X is  $CH_2$ ; the ring containing X is saturated; and  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen.

60. The compound of claim 58 wherein X is  $CH_2$ ; the ring containing X is saturated;  $R^1$ ,  $R^2$ ,  $R^{24}$  and  $R^{25}$  are hydrogen.

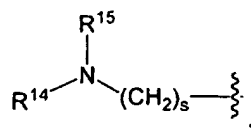
61. The compound of claim 58 wherein X is  $CH_2$ ; the ring containing X is saturated;  $R^1$ ,  $R^2$  and  $R^{25}$  are hydrogen; and  $R^{24}$  is  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^{12}$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

62. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

63. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

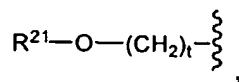
64. The compound of claim 58 wherein wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

65. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is a group:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 0 to 6.

66. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>25</sup> are hydrogen; and R<sup>24</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 to 6.

67. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup> and R<sup>24</sup> are hydrogen.

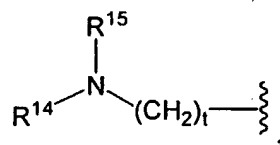
68. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

69. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

70. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

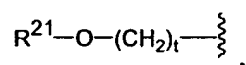
71. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

72. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and t is 0 to 6.

73. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>25</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 to 6.

74. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> and R<sup>26</sup> are hydrogen.

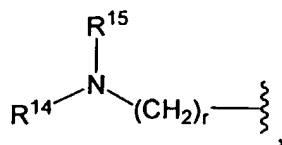
75. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

76. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is phenyl optionally mono- or independently plurisubstituted with R<sup>12</sup>.

77. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is R<sup>27</sup>(CH<sub>2</sub>)<sub>p</sub>-, where R<sup>27</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>; and p is 0 to 3.

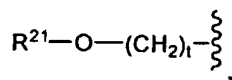
78. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl, in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

79. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is a group of the formula:



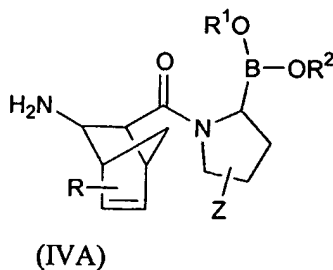
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 0 or 2 to 6.

80. The compound of claim 58 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>24</sup> are hydrogen; and R<sup>26</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; and t is 0 or 2 to 6.

81. The compound of claim 30 that has formula IVA:



wherein R is

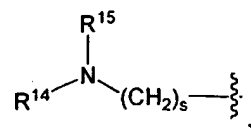
- a) hydrogen;
- b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;
- c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>;
- d) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono-or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;



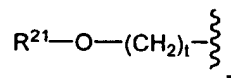
e)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



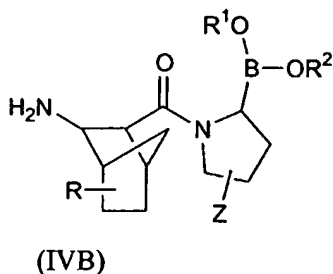
where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 0 to 6; or

g) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 to 6;

82. The compound of claim 30 that has formula IVB:



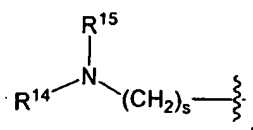
wherein R is

- a) hydrogen;
- b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;
- c) aryl; or heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>12</sup>;
- d) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; (C<sub>1-8</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkylcarbonyl; benzyl; benzoyl; pyrimidinyl; phenylaminocarbonyl; alkylsulfonyl; phenylsulfonyl; or adamantyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, benzyl, benzoyl, pyrimidinyl, phenylaminocarbonyl, alkylsulfonyl, phenylsulfonyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

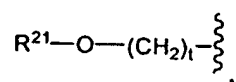
e)  $(R^{13})_2CH(CH_2)_q-$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

f) a group of the formula:



where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 0 to 6; or

g) a group of the formula:

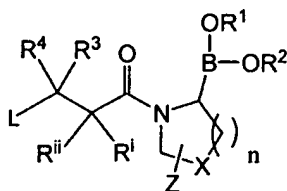


where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; and t is 0 to 6;

83. The compound of claim 1 wherein  $CR^iR^{ii}$  is present.

84. A process for preparing the compound of formula I in claim 1, comprising:

a) coupling a reactive compound of formula:



wherein L is a leaving group;  $R^1$  and  $R^2$  are independently a boronic acid protecting group or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids; and n, X, Z,  $R^i$ ,  $R^{ii}$ ,  $R^3$ , and  $R^4$  are as defined in claim 1;

with an amine of formula:  $R^5-NH_2$ ;

b) optionally deprotecting the boronic acid ester; and

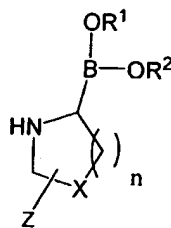
c) recovering the resultant compound as a free acid or as an acid addition salt.

85. The process of claim 84 wherein  $R^i$  and  $R^{ii}$  are not present;  $R^3$  and  $R^4$  are hydrogen; the leaving group is Cl; and the amine is a cyclopentylamine or an aminopyrrolidine.

86. The process of claim 85 wherein the aminopyrrolidine is N-protected at the pyrrolidine nitrogen.

87. A process for preparing the compound of formula II of claim 31, comprising:

a) coupling a 2-boroheterocycle of formula:



wherein R<sup>1</sup> and R<sup>2</sup> are not hydrogen, and n, X, and Z are as defined in claim 31;

with the corresponding N-protected amino acid;

b) optionally deprotecting the boronic acid ester; and

c) recovering the resultant compound as a free acid or as an acid addition salt.

88. The process of claim 87 wherein the N-protected cyclic amino acid is N-Boc-4-phenyl-proline.

89. A pharmaceutical composition comprising a compound according to claim 1 in free form or in pharmaceutically acceptable acid addition salt form, together with at least one pharmaceutically acceptable carrier or diluent.

90. A method for inhibiting dipeptidyl peptidase-IV comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable acid addition salt thereof.

91. A method for treating conditions mediated by dipeptidyl peptidase-IV inhibition comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable acid addition salt thereof.

92. A method for treating controlling, or preventing diabetes comprising administering to a patient of an effective amount of a compound of claim 1.

93. A method for treating, controlling, or preventing non-insulin dependent (Type 2) diabetes mellitus in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
94. A method for treating, controlling, or preventing insulin dependent (Type 1) diabetes mellitus in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
95. A method for treating, controlling or preventing hyperglycemia in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
96. A method for treating, controlling or preventing obesity in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
97. A method for treating to enhance islet neogenesis, b-cell survival, and insulin biosynthesis in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
98. A method for treating, controlling or preventing insulin resistance in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
99. A method for treating, controlling or preventing one or more lipid disorders selected from the group consisting of dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low HDL, and high LDL in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
100. A method for treating, controlling or preventing atherosclerosis in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.
101. A method for treating or controlling growth hormone deficiency in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.

102. A method for modulating the immune response in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.

103. A method for treating, or controlling HIV infection in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.

104. A method for treating, controlling or preventing in a mammalian patient in need of such treatment one or more disorders selected from the group consisting of neutropenia, anemia, neuronal disorders, tumor growth and metastasis, benign prostatic hypertrophy, gingivitis, hypertension and osteoporosis, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.

105. A method reducing sperm motility in a male in a mammalian patient in need of such treatment, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.

106. A method for treating, controlling or preventing in a mammalian patient in need of such treatment one or more conditions selected from the group consisting of (1) hyperglycemia, (2) low glucose tolerance, (3) insulin resistance, (4) obesity, (5) lipid disorders, (6) dyslipidemia, (7) hyperlipidemia, (8) hypertriglyceridemia, (9) hypercholesterolemia, (10) low HDL levels, (11) high LDL levels, (12) atherosclerosis and its sequelae, (13) vascular restenosis, (14) irritable bowel syndrome, (15) inflammatory bowel disease, including Crohn's disease and ulcerative colitis, (16) rheumatoid arthritis, (17) other inflammatory conditions, (18) pancreatitis, (19) abdominal obesity, (20) neurodegenerative disease, (21) multiple sclerosis, (22) retinopathy, (23) nephropathy, (24) neuropathy, (25) Syndrome X, (26) ovarian hyperandrogenism, (27) allograft rejection in transplantation, and other conditions where insulin resistance is a component, comprising administering to the patient a therapeutically effective amount of a compound of claim 1.

107. A method for treating, controlling or preventing in a mammalian patient in need of such treatment one or more conditions selected from the group consisting of (1) hyperglycemia, (2) low glucose tolerance, (3) insulin resistance, (4) obesity, (5) lipid disorders, (6) dyslipidemia, (7) hyperlipidemia, (8) hypertriglyceridemia, (9) hypercholesterolemia, (10) low HDL levels, (11) high LDL levels, (12) atherosclerosis and its sequelae, (13) vascular restenosis, (14) irritable bowel syndrome, (15) inflammatory bowel disease, including Crohn's disease and ulcerative colitis, (16) rheumatoid arthritis, (17) other inflammatory conditions, (18) pancreatitis, (19) abdominal obesity, (20) neurodegenerative disease, (21) multiple sclerosis, (22) retinopathy, (23) nephropathy, (24) neuropathy, (25) Syndrome X, (26) ovarian hyperandrogenism, (27) allograft rejection in transplantation, (28) Type II diabetes, (29) growth hormone deficiency, (30) neutropenia, (31) anemia, (32) neuronal disorders, (33) tumor growth and metastasis, (34) benign prostatic hypertrophy, (35) gingivitis, (36) hypertension, (37) osteoporosis, and other conditions that may be treated by inhibition of dipeptidyl peptidase-IV, comprising administering to the patient of a therapeutically effective amount of a first compound of claim 1, or a pharmaceutically acceptable salt thereof, and one or more other compounds selected from the group consisting of:

- a) Other dipeptidyl peptidase-IV inhibitors;
- b) Insulin sensitizers selected from the group consisting of (i) PPAR agonists, (ii) biguanides, and (iii) protein phosphatase-1B inhibitors;
- c) Insulin or insulin mimetics;
- d) Sulfonylureas or other insulin secretagogues;
- e)  $\alpha$ -glucosidase inhibitors;
- f) glucagons receptor agonists;
- g) GLP-1, GLP-1 mimetics, and GLP-1 receptor agonists;
- h) GLP-2, GLP-2 mimetics, and GLP-2 receptor agonists;
- i) GIP, GIP mimetics, and GIP receptor agonists;
- j) PACAP, PACAP mimetics, and PACAP receptor 3 agonists;
- k) Cholesterol lowering agents selected from the group consisting of (i) HMG-CoA reductase inhibitors, (ii) sequestrants, (iii) nicotinic alcohol, nicotinic acid or a salt thereof, (iv) PPAR $\alpha$  agonists, (v) PPAR $\alpha$ / $\gamma$  dual agonists, (vi) inhibitors of cholesterol absorption, (vii) acyl CoA:cholesterol acyltransferase inhibitors, and (viii) anti-oxidants;
- l) PPAR $\delta$  agonists;



- m) Anti-obesity compounds;
- n) An ileal bile acid transporter inhibitor;
- o) Anti-inflammatory agents;
- p) G-CSF, G-CSF mimetics, and G-CSF receptor agonists; and
- q) EPO, EPO mimetics, and EPO receptor agonists.

108. A method for the treatment, control, or prevention of one or more conditions selected from the group consisting of hypercholesterolemia, atherosclerosis, low HDL levels, high LDL levels, hyperlipidemia, hypertriglyceridemia, and dyslipidemia, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of claim 1 and an HMG-CoA reductase inhibitor.

109. The method of claim 108 wherein the HMC-CoA reductase inhibitor is a statin.

110. The method of claim 109 wherein the statin is selected from the group consisting of lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, itavastatin, ZD-4522 and rivastatin.

111. A method for treating, controlling or preventing atherosclerosis, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of claim 1 and an HMG-CoA reductase inhibitor.

112. The method of claim 111 wherein the HMC-CoA reductase inhibitor is a statin.

113. The method of claim 112 wherein the statin is selected from the group consisting of lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, itavastatin, ZD-4522 and rivastatin.

114. A pharmaceutical composition for the treatment, prevention or control of atherosclerosis, comprising: (1) a compound of claim 1, (2) an HMG-CoA reductase inhibitor, and (3) a pharmaceutically acceptable carrier.

115. A method for treating, controlling or preventing obesity, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of claim 1 and an anti-obesity agent.
116. The method of claim 115 wherein the anti-obesity agent is a beta-3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor beta compound, an anorectic agent, and/or a fatty acid oxidation upregulator.
117. The method of claim 116 wherein the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, famoxin, and/or mazindol.
118. A method for the treatment, control, or prevention of neutropenia, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of claim 1 and a neutrophilic agent.
119. The method of claim 118 wherein the neutrophilic agent is G-CSF, a G-CSF mimetic, or a G-CSF receptor agonist.
120. The method of claim 115 wherein the neutrophilic agent is pegfilgrastim, filgrastim, lenograstim, or nartograstim.
121. A method for the treatment, control, or prevention of anemia, comprising administering to a mammalian patient in need of such treatment a therapeutically effective amount of a compound of claim 1 and a erythropoietin agonist.
122. The method of claim 121 wherein the erythropoietin agonist is EPO, an EPO mimetic, or an EPO receptor agonist.

123. The method of claim 122 wherein the erythropoietin agonist is epoetin alfa, or darbepoetin alfa.

124. A pharmaceutical composition, comprising:

- a) A compound of claim 1;
- b) One or more compounds selected from the group consisting of:
  - i) Other dipeptidyl peptidase-IV inhibitors;
  - ii) Insulin sensitizers selected from the group consisting of (i) PPAR agonists, (ii) biguanides, and (iii) protein phosphatase-1B inhibitors;
  - iii) Insulin or insulin mimetics;
  - iv) Sulfonylureas or other insulin secretagogues;
  - v)  $\alpha$ -glucosidase inhibitors;
  - vi) glucagons receptor agonists;
  - vii) GLP-1, GLP-1 mimetics, and GLP-1 receptor agonists;
  - viii) GIP, GIP mimetics, and GIP receptor agonists;
  - ix) PACAP, PACAP mimetics, and PACAP receptor 3 agonists;
  - x) GLP-2, GLP-2 mimetics, and GLP-2 receptor agonists;
  - xi) Cholesterol lowering agents selected from the group consisting of (i) HMG-CoA reductase inhibitors, (ii) sequestrants, (iii) nicotinyl alcohol, nicotinic acid or a salt thereof, (iv) PPAR $\alpha$  agonists, (v) PPAR $\alpha$ / $\gamma$  dual agonists, (vi) inhibitors of cholesterol absorption, (vii) acyl CoA:cholesterol acyltransferase inhibitors, and (viii) anti-oxidants;
  - xii) PPAR $\delta$  agonists;
  - xiii) Anti-obesity compounds;
  - xiv) An ileal bile acid transporter inhibitor;
  - xv) Anti-inflammatory agents;
  - xvi) G-CSF, G-CSF mimetics, and G-CSF receptor agonists;
  - xvii) EPO, EPO mimetics, and EPO receptor agonists; and
- c) a pharmaceutically acceptable carrier.

125. A pharmaceutical combination comprising a DPP-IV inhibitor compound according to claim 1, an antidiabetic agent other than a DPP-IV inhibitor for treating diabetes and related diseases, and an anti-obesity agent or a lipid-modulating agent or both.

126. The combination according to claim 125 comprising the DPP-IV inhibitor compound and an antidiabetic agent.

127. The combination according to claim 126 wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide, a sulfonyl urea, a glucosidase inhibitor, a PPAR  $\gamma$  agonist, a PPAR  $\alpha/\gamma$  dual agonist, an SGLT2 inhibitor, an  $\alpha$ P2 inhibitor, a glycogen phosphorylase inhibitor, an AGE inhibitor, an insulin sensitizer, a glucagon-like peptide-1 (GLP-1) or mimetic thereof, insulin and/or a meglitinide.

128. The combination according to claim 127 wherein the antidiabetic agent is 1, 2, 3 or more of metformin, glyburide, glimepiride, glipyrider, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, troglitazone, rosiglitazone, insulin, GI-262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, APR-HO39242, GW-409544, KRP297, AC2993, Exendin-4, LY307161, NN2211, and/or LY315902.

129. The combination according to claim 128 wherein the DPP-IV inhibitor compound is present in a weight ratio to the antidiabetic agent within the range from about 0.01 to about 100:1.

130. The combination according to claim 129 wherein the anti-obesity agent is a  $\beta$ 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor  $\beta$  compound, an anorectic agent, and/or a fatty acid oxidation upregulator.

131. The combination according to claim 130 wherein the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, famoxin, and/or mazindol.

132. The combination according to claim 125 wherein the lipid-modulating agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a lipoxxygenase inhibitor, an ACAT inhibitor, a cholesteryl ester transfer protein inhibitor, or an ATP citrate lyase inhibitor.

133. The combination according to claim 132 wherein the lipid-modulating agent is pravastatin, lovastatin, simvastatin, atorvastatin, cerivastatin, fluvastatin, nisvastatin, visastatin, fenofibrate, gemfibrozil, clofibrate, implitapide, CP-529,414, avasimibe, TS-962, MD-700, and/or LY295427.

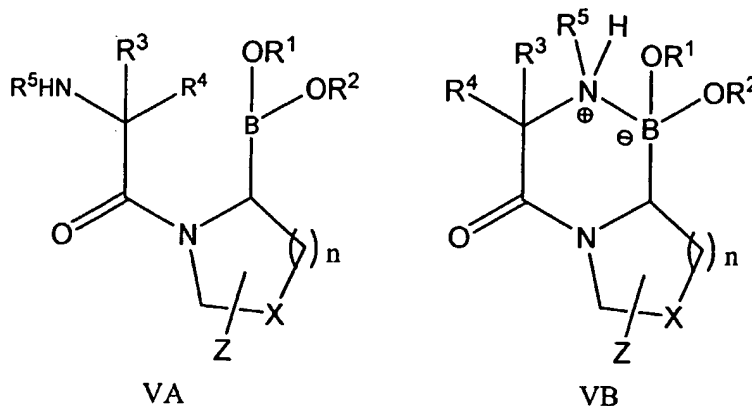
134. The combination according to claim 133 wherein the DPP-IV inhibitor is present in a weight ratio to the lipid-modulating agent within the range from about 0.01 to about 100:1.

135. A pharmaceutical combination comprising a DPP-IV inhibitor compound according to claim 1 and an agent for treating infertility, an agent for treating polycystic ovary syndrome, an agent for treating a growth disorder and/or frailty, an anti-arthritis agent, an agent for preventing inhibiting allograft rejection in transplantation, an agent for treating autoimmune disease, an anti-AIDS agent, an agent for treating inflammatory bowel disease/syndrome, an agent for treating anorexia nervosa, an anti-osteoporosis agent and/or an anti-obesity agent.

136. A method for treating diabetes, insulin resistance, hyperglycemia, hyperinsulinemia, or elevated blood levels of free fatty acids or glycerol, obesity, Syndrome X, dysmetabolic syndrome, diabetic complications, hypertriglyceridemia, hyperinsulinemia, atherosclerosis, impaired glucose homeostasis, impaired glucose tolerance, infertility, polycystic ovary syndrome, growth disorders, frailty, arthritis, allograft rejection in transplantation, autoimmune diseases, AIDS, intestinal diseases, inflammatory bowel syndrome, nervosa, osteoporosis, or an immunomodulatory disease or a chronic inflammatory bowel disease, comprising administering to a mammalian species in need of treatment a therapeutically effective amount of a compound according to claim 1.

137. The method according to claim 136 for treating type II diabetes and/or obesity.

138. A compound that has the formula VA, VB, or a mixture thereof:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

$n$  is 1 to 3;

$X$  is  $\text{CH}_2$ ;  $\text{S}$ ;  $\text{O}$ ;  $\text{CF}_2$  or  $\text{C}(\text{CH}_3)_2$

$Z$  is  $\text{H}$ ; halogen; hydroxyl;  $(\text{C}_{1-6})$ alkoxy;  $(\text{C}_{1-12})$ alkyl;  $(\text{C}_{3-12})$ cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $\text{R}^7$ ;

optionally,  $X$  together with an adjacent ring carbon and  $Z$  form a fused cyclopropyl;

and

optionally, one of the bonds in the ring containing  $X$  is a double bond;

$\text{R}^1$  and  $\text{R}^2$  independently or together are hydrogen; a boronic acid protecting group; or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids;

$\text{R}^3$ ,  $\text{R}^4$  and  $\text{R}^5$  are selected from (dd) or (ee):

(dd)  $\text{R}^3$  and  $\text{R}^4$  are hydrogen; and

$\text{R}^5$  is

a) hydrogen, provided that  $\text{R}^5$  is not hydrogen when  $n$  is 1,  $X$  is  $\text{CH}_2$ , and  $Z$  is  $\text{H}$ ;

b)  $(\text{C}_{1-12})$ alkyl;  $(\text{C}_{2-12})$ alkenyl;  $(\text{C}_{2-12})$ alkynyl;  $(\text{C}_{3-12})$ cycloalkyl; or  $(\text{C}_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $\text{R}^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

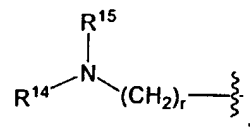
e)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently

disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

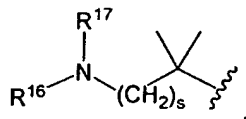
f) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

g) a group of the formula:



where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

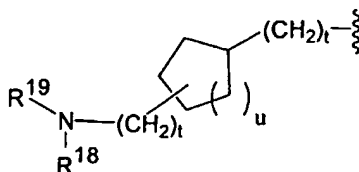
h) a group of the formula:



where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6;

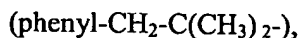
i) a group of the formula:





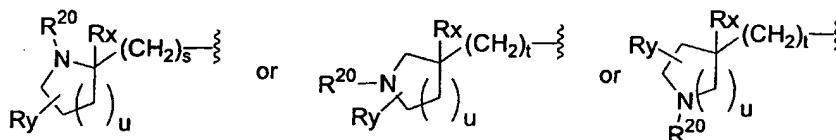
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

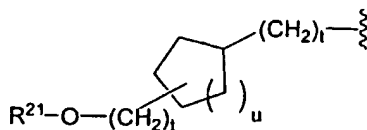
k) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

$s$  is 1 to 6;  $t$  is 0 to 6; and  $u$  is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3; or

(ee)  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; provided that when  $n$  is 1,  $X$  is  $CH_2$ , the ring containing  $X$  is saturated, and  $Z$ ,  $R^3$  and  $R^5$  are H,  $R^4$  is not a side chain of a naturally occurring  $\alpha$ -amino acid; and provided that when  $n$  is 1,  $X$  is  $CH_2$ , the ring containing  $X$  is saturated, and  $Z$  and  $R^5$  are H,  $R^3$  and  $R^4$  are not both methyl; and

wherein the bond containing the wavy line signifies the point of attachment.

139. The compound of claim 138 wherein  $R^1$  and  $R^2$  independently or together are the boronic acid protecting group formed from (+)-pinanediol; pinacol; 1,2-dicyclohexylethanediol; 1,2-ethanediol; 2,2-diethanolamine; 1,3-propanediol; 2,3-butanediol, diisopropyl tartrate; 1,4-butanediol; diisopropylethanediol; (S,S)-5,6-decanediol; 1,1,2-triphenyl-1,2-ethanediol; (2R,3R)-1,4-dimethoxy-1,1,4,4-tetraphenyl-2,3-butanediol; methanol; ethanol; isopropanol; catechol; or 1-butanol.

140. The compound of claim 138 wherein  $R^1$  and  $R^2$  independently or together are a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids formed from 1,2-dicyclohexylethanediol; 1,2-ethanediol; 1,3-propanediol; 2,3-butanediol, 1,4-butanediol; diisopropylethanediol; methanol; ethanol; isopropanol; or 1-butanol.

141. The compound of claim 138 wherein

$R^3$  and  $R^4$  are independently hydrogen, alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; and

$R^5$  is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl.

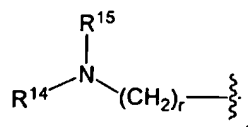
142. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>) cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions.

143. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is indanyl; 1,2,3,4-tetrahydronaphthyl; (CH<sub>2</sub>)<sub>j</sub> adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]-oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl, (CH<sub>2</sub>)<sub>j</sub> adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, (C<sub>1-8</sub>)alkanoyloxy, or R<sup>9</sup>R<sup>10</sup>N-CO-O-, where R<sup>9</sup> and R<sup>10</sup> are independently (C<sub>1-8</sub>)alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene.

144. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; p is 0 to 3; and R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsufonyl; phenylsufonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>.

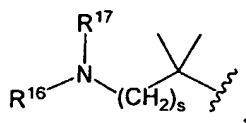
145. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3.

146. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



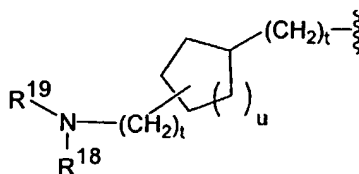
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6.

147. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



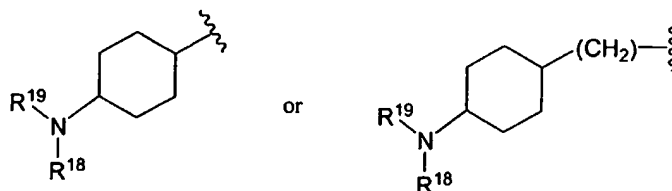
where R<sup>16</sup> and R<sup>17</sup> are each independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>16</sup> and R<sup>17</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and s is 1 to 6.

148. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:

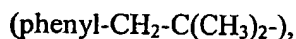


where R<sup>18</sup> and R<sup>19</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>18</sup> and R<sup>19</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; each t is independently 0 to 6; and u is 0 to 3.

149. The compound of claim 148 wherein R<sup>5</sup> has formula:

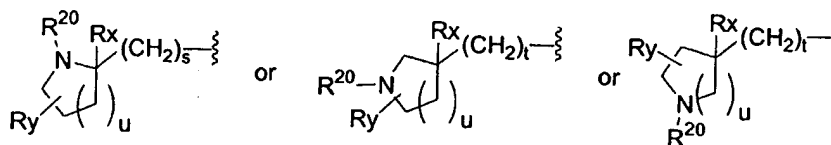


150. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with R<sup>12</sup>.

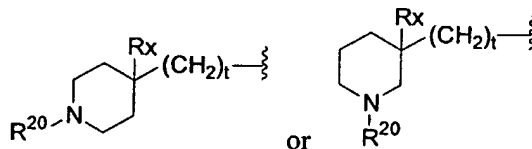
151. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



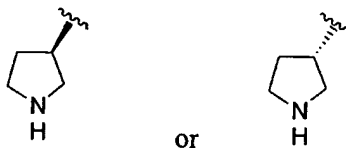
where R<sup>20</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; di-(C<sub>1-6</sub>)alkylaminocarbonyl; (C<sub>3-8</sub>)cycloalkylcarbonyl; benzyl; benzoyl; (C<sub>1-6</sub>)alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; R<sub>x</sub> is hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>3-12</sub>) cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; R<sub>y</sub> is absent or is halogen, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

s is 1 to 6; t is 0 to 6; and u is 0 to 3;

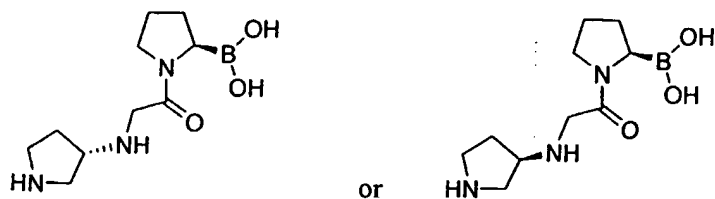
152. The compound of claim 151 wherein R<sup>5</sup> has formula:



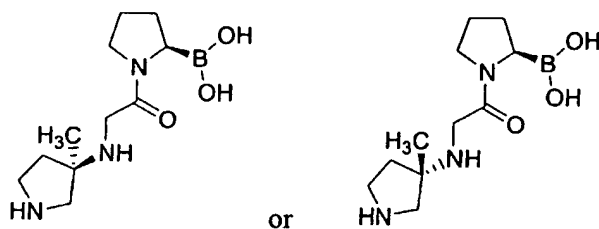
153. The compound of claim 151 wherein R<sup>5</sup> is



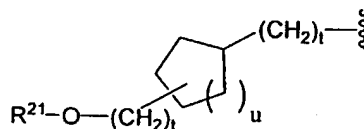
154. The compound of claim 151 that has the formula:



155. The compound of claim 151 that has the formula:

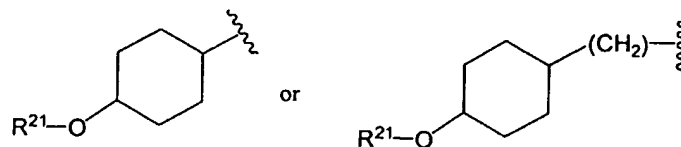


156. The compound of claim 138 wherein X is CH<sub>2</sub>; the ring containing X is saturated; R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and R<sup>5</sup> is a group of the formula:



where R<sup>21</sup> is hydrogen; (C<sub>1-8</sub>)alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with R<sup>12</sup>; each t is independently 0 to 6; and u is 0 to 3.

157. The compound of claim 156 wherein R<sup>5</sup> has formula:

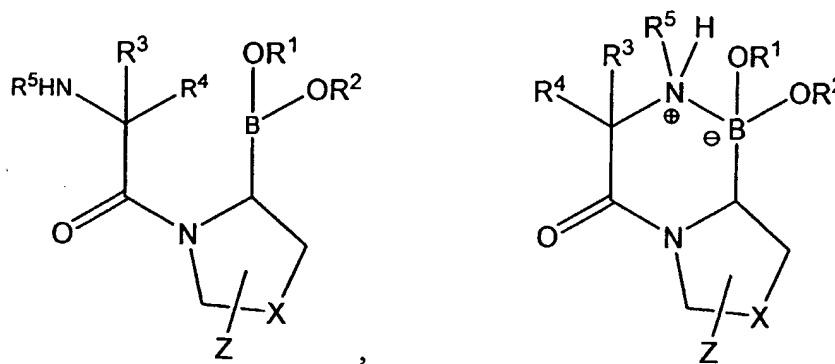




158. The compound of claim 138 wherein  $R^1$  and  $R^2$  are hydrogen;  $n$  is 1;  $X$  together with an adjacent ring carbon and  $Z$  form a fused cyclopropyl;

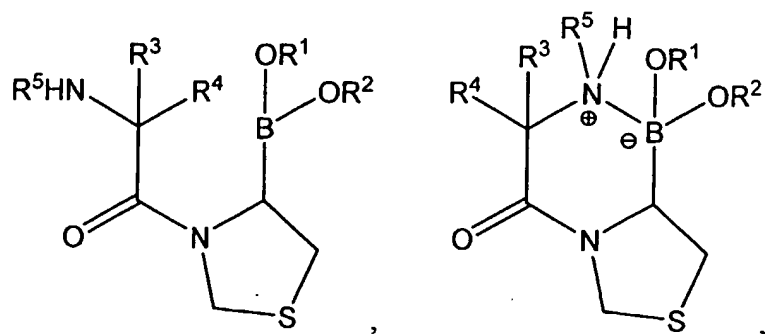
$R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylaminocarbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl.

159. The compound of claim 138 wherein the compound has the formula:



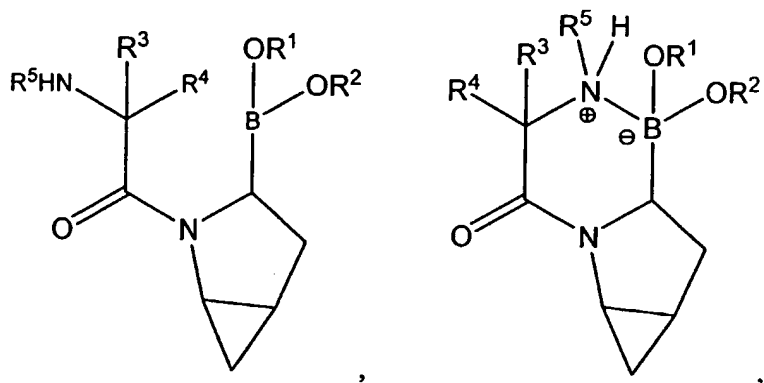
or a mixture thereof.

160. The compound of claim 138 wherein the compound has the formula:



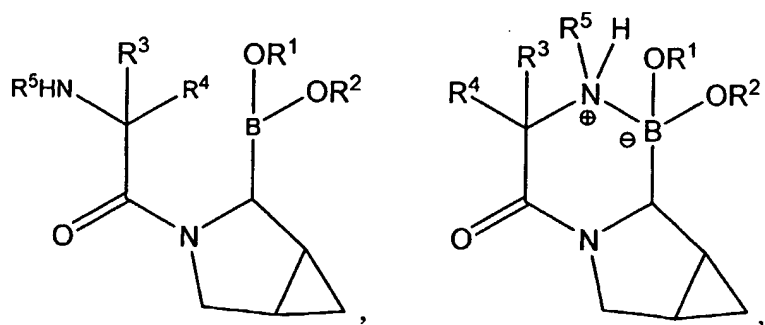
or a mixture thereof.

161. The compound of claim 138 wherein the compound has the formula:



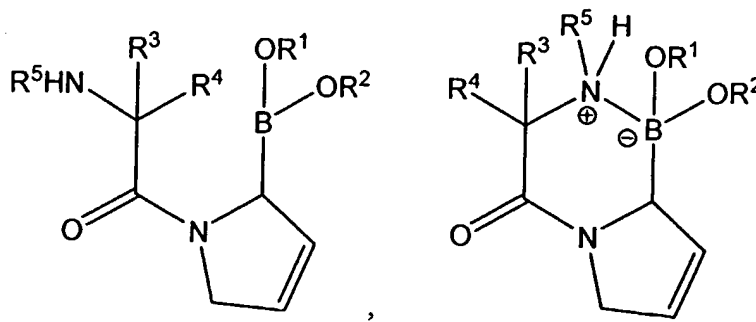
or a mixture thereof.

162. The compound of claim 138 wherein the compound has the formula:



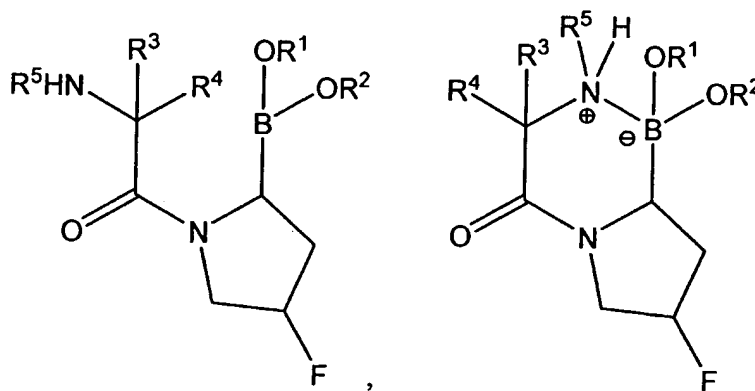
or a mixture thereof.

163. The compound of claim 138 wherein the compound has the formula:



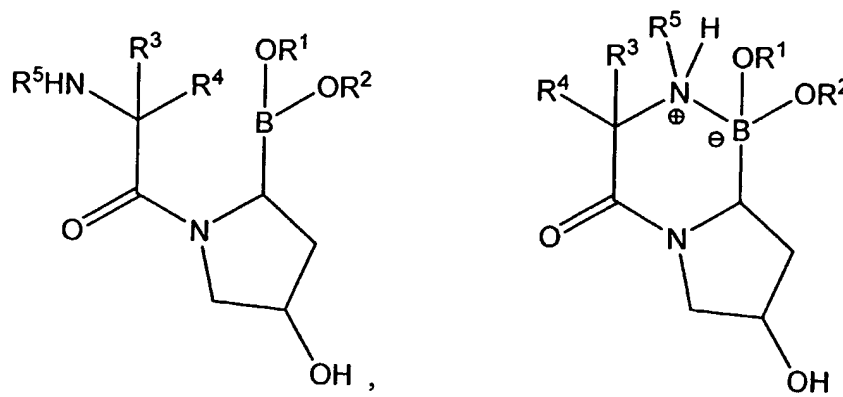
or a mixture thereof.

164. The compound of claim 138 wherein the compound has the formula:



or a mixture thereof.

165. The compound of claim 138 wherein the compound has the formula:



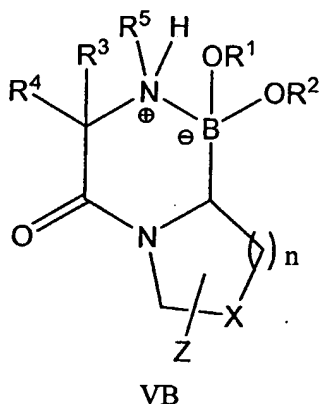
or a mixture thereof.

166. A pharmaceutical composition comprising a compound of claim 138 and a pharmaceutically acceptable carrier or diluent.

167. The pharmaceutical composition of claim 166 wherein the compound has the formula VB.

168. A pharmaceutical composition comprising:

a. a substantially pure preparation of a compound of formula VB:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

n is 1 to 3;

X is CH<sub>2</sub>; S; O; CF<sub>2</sub> or C(CH<sub>3</sub>)<sub>2</sub>;

Z is H; halogen; hydroxyl; (C<sub>1-6</sub>)alkoxy; (C<sub>1-12</sub>)alkyl; (C<sub>3-12</sub>)cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl;  
and

optionally, one of the bonds in the ring containing X is a double bond;

R<sup>1</sup> and R<sup>2</sup> independently or together are hydrogen; a boronic acid protecting group; or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids;

R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are selected from (dd) or (ee):

(dd) R<sup>3</sup> and R<sup>4</sup> are hydrogen; and

R<sup>5</sup> is

a) hydrogen, provided that  $R^5$  is not hydrogen when  $n$  is 1,  $X$  is  $CH_2$ , and  $Z$  is H;

b)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$  cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which  $j$  is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl

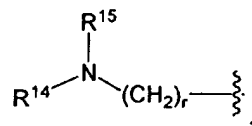
and phenyl groups are optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, halogen, or trifluoromethyl, or R<sup>9</sup> and R<sup>10</sup> together are (C<sub>3-6</sub>)alkylene;

e) R<sup>11</sup>(CH<sub>2</sub>)<sub>p</sub>- where R<sup>11</sup> is 2-oxopyrrolidinyl; (C<sub>1-6</sub>)alkoxy; phenyl; phenoxy; (C<sub>1-8</sub>)cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl, (C<sub>1-6</sub>)alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with R<sup>12</sup>; where the phenoxy group is optionally mono- or independently disubstituted with (C<sub>1-4</sub>)alkyl, (C<sub>1-4</sub>)alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with (C<sub>1-8</sub>)alkyl; and p is 0 to 3;

R<sup>12</sup> is halogen; trifluoromethyl; cyano; nitro; (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

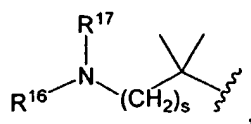
f) (R<sup>13</sup>)<sub>2</sub>CH(CH<sub>2</sub>)<sub>q</sub>-, where R<sup>13</sup> is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with R<sup>12</sup>; and q is 0 to 3;

g) a group of the formula:



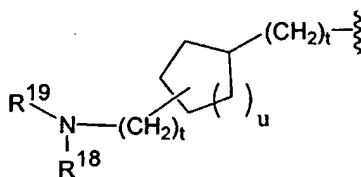
where R<sup>14</sup> and R<sup>15</sup> are independently hydrogen; (C<sub>1-8</sub>)alkyl; (C<sub>1-6</sub>)alkylcarbonyl; (C<sub>3-12</sub>)cycloalkyl ring; (C<sub>3-12</sub>)cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy(C<sub>1-6</sub>)alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with R<sup>12</sup>; or R<sup>14</sup> and R<sup>15</sup> together form a (C<sub>3-12</sub>)cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



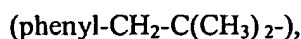
where  $\text{R}^{16}$  and  $\text{R}^{17}$  are each independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{16}$  and  $\text{R}^{17}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6;

i) a group of the formula:



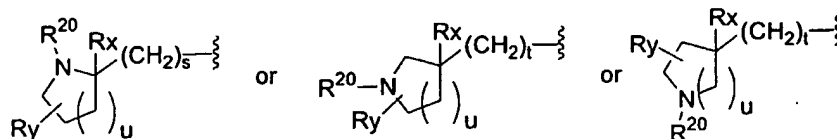
where  $\text{R}^{18}$  and  $\text{R}^{19}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{18}$  and  $\text{R}^{19}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $\text{R}^{12}$ ;

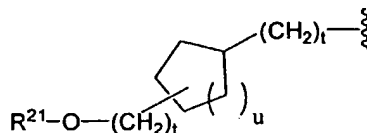
k) a group of the formula:



where  $\text{R}^{20}$  is hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl; di- $(\text{C}_{1-6})$ alkylaminocarbonyl;  $(\text{C}_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(\text{C}_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or

independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;  
 s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z,  $R^3$  and  $R^5$  are H,  $R^4$  is not a side chain of a naturally occurring  $\alpha$ -amino acid; and provided that when n is 1, X is CH<sub>2</sub>, the ring containing X is saturated, and Z and  $R^5$  are H,  $R^3$  and  $R^4$  are not both methyl; and

wherein the bond containing the wavy line signifies the point of attachment; and

b. a pharmaceutically acceptable carrier or diluent.



169. A method of making a pharmaceutical composition, comprising mixing a substantially pure preparation of the compound of formula VB of claim 138 with a pharmaceutically acceptable carrier or diluent.

170. The method of claim 169 wherein the pharmaceutically acceptable carrier or diluent is suitable for oral administration.

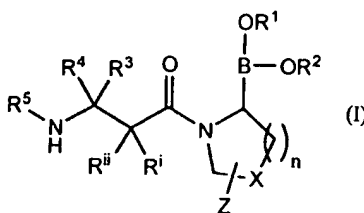
171. The method of claim 170 further comprising the step of formulating the composition into a tablet or capsule.

172. The method of claim 170 wherein the pharmaceutically acceptable carrier or diluent is suitable for parenteral administration.

173. The method of claim 172 further comprising the step of lyophilizing the composition to form a lyophilized preparation.

174. A compound that is a boronic acid inhibitor of dipeptidyl peptidase-IV having an inhibition constant of 10 micromolar or less for dipeptidyl peptidase-IV wherein the inhibitor comprises a boropyrrolidine, boropiperidine, or boroazepane attached to an amino acid through an amide bond wherein the amino acid is a beta-amino acid, an N-cycloalkyl-alpha-amino acid, an N-heterocyclyl-alpha amino acid, a cyclic alpha-amino acid (also known as an imino acid) having at least one substituent on the alpha-amino acid ring, a cyclic alpha-amino acid having a ring other than pyrrolidine, or an N-substituted glycine.

175. The compound of claim 174 wherein the boronic acid inhibitor is of Formula I:



including all enantiomers, diastereoisomers, solvates, hydrates and pharmaceutically acceptable salts thereof, wherein:

n is 1 to 2;

X is CH<sub>2</sub>; S; O; CF<sub>2</sub> or C(CH<sub>3</sub>)<sub>2</sub>;

Z is H; halogen; hydroxyl; (C<sub>1-6</sub>)alkoxy; (C<sub>1-12</sub>)alkyl; (C<sub>3-12</sub>)cycloalkyl; phenyl; or heteroaryl; where the phenyl and heteroaryl groups are optionally mono- or independently plurisubstituted with R<sup>7</sup>;

optionally, X together with an adjacent ring carbon and Z form a fused cyclopropyl; and

optionally, one of the bonds in the ring containing X is a double bond;

R<sup>1</sup> and R<sup>2</sup> independently or together are hydrogen; a boronic acid protecting group; or a group capable of being hydrolyzed to a hydroxyl group in an aqueous solution at physiological pH or in biological fluids;

CR<sup>i</sup>R<sup>ii</sup> may be present or absent, wherein if CR<sup>i</sup>R<sup>ii</sup> is present, then R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> are selected from (aa), (bb) or (cc):

(aa) R<sup>i</sup>, R<sup>ii</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen; and

R<sup>5</sup> is

a) hydrogen;

b) (C<sub>1-12</sub>)alkyl; (C<sub>2-12</sub>)alkenyl; (C<sub>2-12</sub>)alkynyl; (C<sub>3-12</sub>)cycloalkyl; or (C<sub>3-12</sub>)cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with R<sup>6</sup>, and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

R<sup>6</sup> is (C<sub>1-6</sub>)alkyl; (C<sub>1-6</sub>)alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy(C<sub>1-6</sub>)alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl;

where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

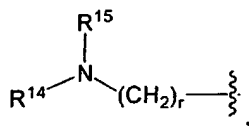
d) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(CH_2)_j$ adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy,  $(C_{1-8})$ alkanoyloxy, or  $R^9R^{10}N-CO-O-$ , where  $R^9$  and  $R^{10}$  are independently  $(C_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $R^9$  and  $R^{10}$  together are  $(C_{3-6})$ alkylene;

e)  $R^{11}(CH_2)_p-$  where  $R^{11}$  is 2-oxopyrrolidinyl;  $(C_{1-6})$ alkoxy; phenyl; phenoxy;  $(C_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(C_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $R^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(C_{1-4})$ alkyl,  $(C_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(C_{1-8})$ alkyl; and p is 0 to 3;

$R^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

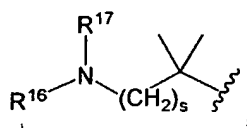
f)  $(R^{13})_2CH(CH_2)_q$ , where  $R^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $R^{12}$ ; and q is 0 to 3;

g) a group of the formula:



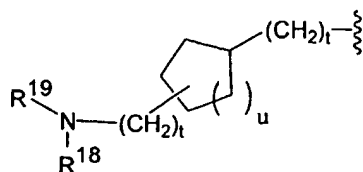
where  $R^{14}$  and  $R^{15}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl;  $(C_{3-12})$ cycloalkyl ring;  $(C_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(C_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{14}$  and  $R^{15}$  together form a  $(C_{3-12})$ cycloalkyl ring; and r is 2 to 6;

h) a group of the formula:



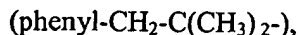
where  $R^{16}$  and  $R^{17}$  are each independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and s is 1 to 6;

i) a group of the formula:



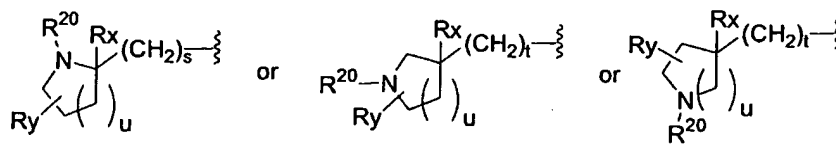
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

j) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

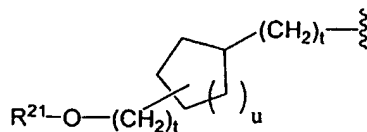
k) a group f:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl; pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;

$s$  is 1 to 6;  $t$  is 0 to 6; and  $u$  is 0 to 3; or

l) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

(bb)  $R^i$ ,  $R^{ii}$ ,  $R^3$ ,  $R^4$  and  $R^5$  are independently hydrogen; alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl;

hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroarylamino, arylamino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkylamino, dialkylamino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynylamino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^i$  together with  $R^3$  or  $R^4$ , or  $R^{ii}$  together with  $R^3$  or  $R^4$ , and the atoms to which they are attached form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO or  $SO_2$ ; and includes single rings, fused bicyclic and tricyclic rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa); or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m-$  where  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxycarbonyl-amino; alkoxycarbonyl; aryloxycarbonyl; or alkylaminocarbonylamino; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(cc)  $R^i$  and  $R^3$  are hydrogen; and  $R^{ii}$  and  $R^4$  together form a 4 to 8 membered cyclic, polycyclic or heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , and includes single rings, fused bicyclic and tricyclic

rings, which are optionally mono- or independently plurisubstituted with any of the groups set forth in (aa) or (bb) and

$R^5$  is any of the groups in (aa) or (bb); and

if  $CR^iR^{ii}$  is absent, then  $R^3$ ,  $R^4$  and  $R^5$  are selected from (dd), (ee) or (ff):

(dd)  $R^3$  and  $R^4$  are hydrogen; and

$R^5$  is

a)  $(C_{1-12})$ alkyl;  $(C_{2-12})$ alkenyl;  $(C_{2-12})$ alkynyl;  $(C_{3-12})$

cycloalkyl; or  $(C_{3-12})$ cycloalkenyl; where the alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl groups are optionally mono- or independently plurisubstituted with  $R^6$ , and where the alkyl, alkenyl, alkynyl portions include linear or branched chains and may include cyclic portions;

$R^6$  is  $(C_{1-6})$ alkyl;  $(C_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; cyano; nitro; halogen; hydroxy; hydroxy $(C_{1-6})$ alkyl; hydroxymethyl; trifluoromethyl; trifluoromethoxy; sulfamoyl; sulfonamido; carbamoyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; amino, where the amino group is optionally mono- or independently plurisubstituted with  $R^8$ ;  $-SOR^8$ ;  $-SO_2R^8$ ;  $-COR^8$ ;  $-CO_2R^8$ ;  $-CONHR^8$ ;  $-CON(R^8)_2$ ;  $-OR^8$ ; or  $-S-R^8$ ;

$R^7$  is halogen;  $(C_{1-10})$ alkyl;  $(C_{1-10})$ alkoxy;  $(C_{1-10})$ alkylamino;  $(C_{1-10})$  dialkylamino; benzyl; benzyloxy; hydroxyl $(C_{1-6})$ alkyl; hydroxymethyl; nitro; trifluoromethyl; trifluoromethoxy; trifluoromethylthio; N-hydroxyimino; cyano; carboxy; acetamido; hydroxy; sulfamoyl; sulfonamido; or carbamoyl;

$R^8$  is  $(C_{1-10})$ alkyl;  $(C_{2-10})$ alkenyl;  $(C_{2-10})$ alkynyl;  $(C_{3-10})$ cycloalkyl;  $(C_{5-10})$ cycloalkenyl; benzyl; phenethyl; aryl; or heteroaryl; where the alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl groups are optionally mono- or independently plurisubstituted with aryl or heteroaryl where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ; and where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

b) aryl optionally fused to a  $(C_{3-10})$ cycloalkyl; or heteroaryl optionally fused to a  $(C_{3-10})$ cycloalkyl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $R^7$ ;

c) indanyl; 1,2,3,4-tetrahydronaphthyl;  $(CH_2)_j$ adamantyl in which j is 0-3; or a [2.2.1] or [3.1.1] bicyclic carbocyclic moiety, including (4-

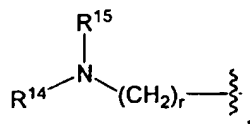
pentylbicyclo[2.2.2]oct-1-yl)amine; where the indanyl, 1,2,3,4-tetrahydronaphthyl,  $(\text{CH}_2)_j$  adamantyl, and [2.2.1] or [3.1.1] bicyclic carbocyclic moieties are optionally mono- or independently plurisubstituted with hydroxy,  $(\text{C}_{1-8})$ alkyl,  $(\text{C}_{1-8})$ alkoxy,  $(\text{C}_{1-8})$ alkanoyloxy, or  $\text{R}^9\text{R}^{10}\text{N-CO-O-}$ , where  $\text{R}^9$  and  $\text{R}^{10}$  are independently  $(\text{C}_{1-8})$ alkyl, or phenyl, where the alkyl and phenyl groups are optionally mono- or independently plurisubstituted with  $(\text{C}_{1-8})$ alkyl,  $(\text{C}_{1-8})$ alkoxy, halogen, or trifluoromethyl, or  $\text{R}^9$  and  $\text{R}^{10}$  together are  $(\text{C}_{3-6})$ alkylene;

d)  $\text{R}^{11}(\text{CH}_2)_p-$  where  $\text{R}^{11}$  is 2-oxopyrrolidinyl;  $(\text{C}_{1-6})$ alkoxy; phenyl; phenoxy;  $(\text{C}_{1-8})$ cycloalkyl; [3.3.3] bicyclic carbocyclic moiety; pyridinyl; naphthyl; cyclohexenyl; or adamantyl; where the 2-oxopyrrolidinyl,  $(\text{C}_{1-6})$ alkoxy, phenyl, pyridinyl, and naphthyl groups are optionally mono- or independently di- or independently trisubstituted with  $\text{R}^{12}$ ; where the phenoxy group is optionally mono- or independently disubstituted with  $(\text{C}_{1-4})$ alkyl,  $(\text{C}_{1-4})$ alkoxy, or halogen; and where the [3.3.3] bicyclic carbocyclic moiety is optionally mono- or independently plurisubstituted with  $(\text{C}_{1-8})$ alkyl; and p is 0 to 3;

$\text{R}^{12}$  is halogen; trifluoromethyl; cyano; nitro;  $(\text{C}_{1-6})$ alkyl;  $(\text{C}_{1-6})$ alkoxy; cycloalkyl; carboxy; acetamido; hydroxy; hydroxy $(\text{C}_{1-6})$ alkyl; hydroxymethyl; trifluoromethoxy; sulfamoyl; carbamoyl; sulfonamido; alkylsulfonyl; phenylsulfonyl; aryl; heteroaryl; where the aryl and heteroaryl groups are optionally mono- or independently plurisubstituted with  $\text{R}^7$ ;

e)  $(\text{R}^{13})_2\text{CH}(\text{CH}_2)_q-$ , where  $\text{R}^{13}$  is phenyl; in which the phenyl groups are independently optionally mono- or independently disubstituted with  $\text{R}^{12}$ ; and q is 0 to 3;

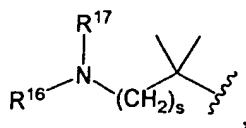
f) a group of the formula:



where  $\text{R}^{14}$  and  $\text{R}^{15}$  are independently hydrogen;  $(\text{C}_{1-8})$ alkyl;  $(\text{C}_{1-6})$ alkylcarbonyl;  $(\text{C}_{3-12})$ cycloalkyl ring;  $(\text{C}_{3-12})$ cycloalkenyl ring; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylamino-carbonyl; alkylsulfonyl; or phenylsulfonyl; where the cycloalkyl ring is optionally substituted with hydroxy $(\text{C}_{1-6})$ alkyl, and where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $\text{R}^{12}$ ; or  $\text{R}^{14}$  and  $\text{R}^{15}$  together form a  $(\text{C}_{3-12})$ cycloalkyl ring; and r is 2 to 6;

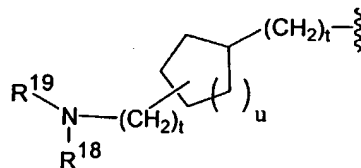


g) a group of the formula:



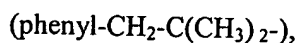
where  $R^{16}$  and  $R^{17}$  are each independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{16}$  and  $R^{17}$  together form a  $(C_{3-12})$ cycloalkyl ring; and  $s$  is 1 to 6;

h) a group of the formula:



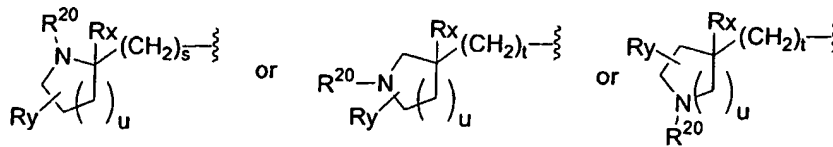
where  $R^{18}$  and  $R^{19}$  are independently hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl; benzyl; benzothiazole; benzoyl; pyridine; pyrimidine; phenyl; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, benzothiazole, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or independently di-substituted with  $R^{12}$ ; or  $R^{18}$  and  $R^{19}$  together form a  $(C_{3-12})$ cycloalkyl ring; each  $t$  is independently 0 to 6; and  $u$  is 0 to 3;

i) a group of the formula:



where the phenyl group is optionally mono- or independently plurisubstituted with  $R^{12}$ ;

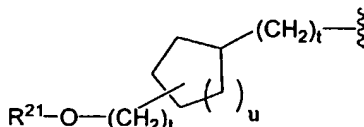
j) a group of the formula:



where  $R^{20}$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{1-6})$ alkylcarbonyl; di- $(C_{1-6})$ alkylaminocarbonyl;  $(C_{3-8})$ cycloalkylcarbonyl; benzyl; benzoyl;  $(C_{1-6})$ alkyloxycarbonyl; arkyloxycarbonyl, pyridine; pyrimidine; phenyl; phenyl substituted thiazole ring; phenylaminocarbonyl; alkylsulfonyl; or phenylsulfonyl; where the benzyl, benzoyl, pyridine, pyrimidine, phenyl, phenylaminocarbonyl, alkylsulfonyl, and phenylsulfonyl groups are optionally mono- or

independently di-substituted with  $R^{12}$ ;  $R_x$  is hydrogen;  $(C_{1-8})$ alkyl;  $(C_{3-12})$  cycloalkyl; benzyl; phenyl; where the benzyl and phenyl, groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ;  $R_y$  is absent or is halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, O-alkylcarboxylate, O-aralkylcarboxylate, N-alkylcarboxamido, N-aralkylcarboxamido; or phenyl;  
s is 1 to 6; t is 0 to 6; and u is 0 to 3; or

k) a group of the formula:



where  $R^{21}$  is hydrogen;  $(C_{1-8})$ alkyl; benzyl; or phenyl; in which the benzyl and phenyl groups are optionally mono- or independently di-substituted on the ring with  $R^{12}$ ; each t is independently 0 to 6; and u is 0 to 3; or

(ee)  $R^3$  and  $R^4$  are independently hydrogen, alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy, polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl;

$R^5$  is alkyl; alkenyl; alkynyl; cycloalkyl; cycloalkylalkyl; bicycloalkyl; tricycloalkyl; alkylcycloalkyl; hydroxyalkyl; hydroxyalkylcycloalkyl; hydroxycycloalkyl; hydroxybicycloalkyl; hydroxytricycloalkyl; bicycloalkylalkyl; alkylbicycloalkyl; alkylthioalkyl; arylalkylthioalkyl; cycloalkenyl; aryl, aralkyl; heteroaryl; heteroarylalkyl; cycloheteroalkyl or cycloheteroalkylalkyl; all optionally mono- or independently plurisubstituted with halogen, alkyl, polyhaloalkyl, alkoxy, haloalkoxy,

polyhaloalkoxy, alkoxycarbonyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, polycycloalkyl, heteroaryl amino, aryl amino, cycloheteroalkyl, cycloheteroalkylalkyl, hydroxy, hydroxyalkyl, nitro, cyano, amino, substituted amino, alkyl amino, dialkyl amino, thiol, alkylthio, alkylcarbonyl, acyl, alkoxycarbonyl, aminocarbonyl, alkynyl amino-carbonyl, alkylaminocarbonyl, alkenylaminocarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonylamino, alkylsulfonylamino, alkylaminocarbonyl-amino, alkoxycarbonylamino, alkylsulfonyl, aminosulfinyl, aminosulfonyl, alkylsulfinyl, sulfonamido or sulfonyl; or

$R^4$  and  $R^5$  together form  $-(CR^{22}R^{23})_m$  - wherein  $m$  is 2 to 6, and  $R^{22}$  and  $R^{23}$  are independently hydrogen; hydroxyl; alkoxy; alkyl; alkenyl; alkynyl; cycloalkyl; halo; amino; substituted amino; cycloalkylalkyl; cycloalkenyl; aryl; arylalkyl; heteroaryl, heteroarylalkyl; cycloheteroalkyl; cycloheteroalkylalkyl; alkylcarbonylamino; arylcarbonylamino; alkoxycarbonyl-amino; aryloxy carbonyl-amino; alkoxycarbonyl; aryloxy carbonyl; or alkylaminocarbonylamino; provided that when  $n$  is 1,  $X$  is  $CH_2$ , and  $Z$  and  $R^3$  are H,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2$ - or  $-(CH_2)_3$ -; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 5 to 7 membered ring containing a total of 2 to 4 heteroatoms selected from N, O, S, SO, or  $SO_2$ ; or

$R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 membered cycloheteroalkyl ring wherein the cycloheteroalkyl ring optionally has an aryl, heteroaryl or 3 to 7 membered cycloalkyl ring fused thereto; or

(ff)  $R^3$  is hydrogen; and  $R^4$  and  $R^5$  together with the atoms to which they are attached form a 4 to 8 member mono- or polycyclic heterocyclic ring system containing 1 to 3 heteroatoms selected from N, O, S, SO and  $SO_2$ , wherein the heterocyclic ring system is optionally mono- or independently plurisubstituted with any of the groups set forth in (dd) or (ee); provided that when  $n$  is 1,  $X$  is  $CH_2$ , the ring containing  $X$  is saturated, and  $Z$  and  $R^3$  are H,  $R^4$  and  $R^5$  together are not  $-(CH_2)_2$ - or  $-(CH_2)_3$ -; and

wherein a bond containing a wavy line signifies a point of attachment.

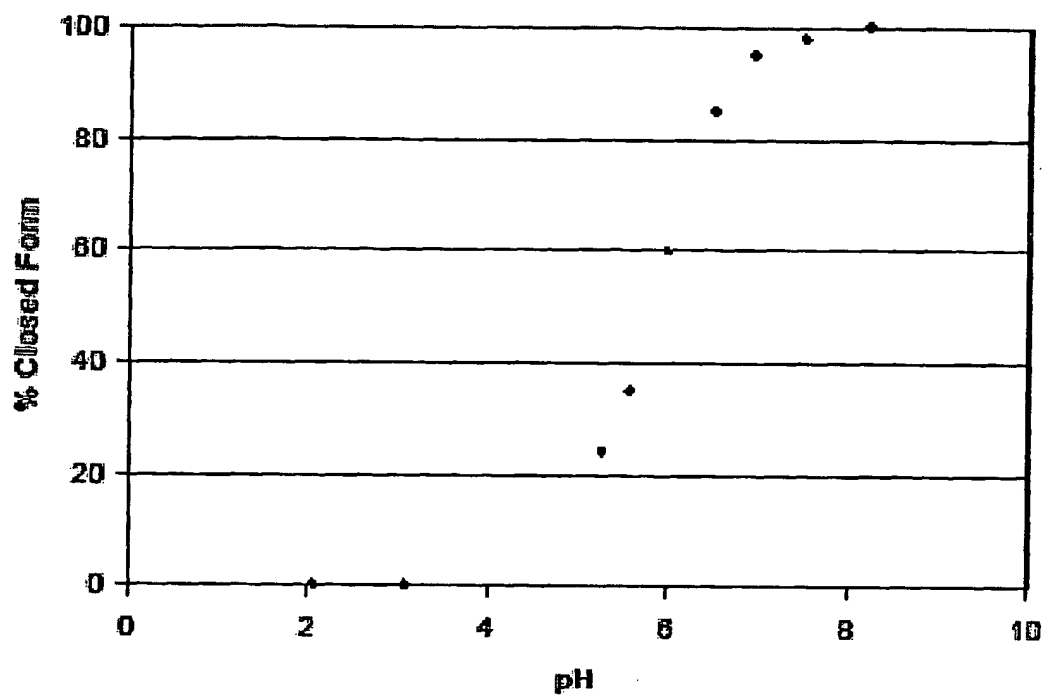
176. A method for inhibiting dipeptidyl peptidase-IV comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound according to claim 174, or a pharmaceutically acceptable acid addition salt thereof.

177. A method for treating conditions mediated by dipeptidyl peptidase-IV inhibition comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound according to claim 174, or a pharmaceutically acceptable acid addition salt thereof.

178. A method for treating controlling, or preventing diabetes comprising administering to a patient of an effective amount of a compound of claim 174.

1/1

FIG. 1



## INTERNATIONAL SEARCH REPORT

International application No.

PCT/US04/37820

## A. CLASSIFICATION OF SUBJECT MATTER

IPC(7) : C07F 5/02; C07D 403/12

US CL : 548/405

According to International Patent Classification (IPC) or to both national classification and IPC

## B. FIELDS SEARCHED

Minimum documentation searched (classification system followed by classification symbols)

U.S. : 548/405

Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched

Electronic data base consulted during the international search (name of data base and, where practicable, search terms used)  
STN CAS ONLINE

## C. DOCUMENTS CONSIDERED TO BE RELEVANT

Category *	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.
A	COUTTS et al. Structure-Activity Relationships of Boronic Acid Inhibitors of Dipeptidyl Peptidase IV. 1. Variation of the P2 Position of Xaa-boroPro Dipeptides. J. Med. Chem. 10 May 1996, Vol. 39, No. 10, pages 2087-2094, especially page 2088, Table 1.	154, 155

☐ Further documents are listed in the continuation of Box C.☐ See patent family annex.

\* Special categories of cited documents:

"A" document defining the general state of the art which is not considered to be of particular relevance

"E" earlier application or patent published on or after the international filing date

"L" document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)

"O" document referring to an oral disclosure, use, exhibition or other means

"P" document published prior to the international filing date but later than the priority date claimed

"T"

later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention

"X"

document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone

"Y"

document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art

"&amp;"

document member of the same patent family

Date of the actual completion of the international search

28 February 2005 (28.02.2005)

Date of mailing of the international search report

10 MAR 2005

Name and mailing address of the ISA/US

Mail Stop PCT, Attn: ISA/US

Commissioner for Patents

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# INTERNATIONAL SEARCH REPORT

International application No.

PCT/US04/378:20

## Box No. II Observations where certain claims were found unsearchable (Continuation of item 2 of first sheet)

This international search report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons:

1. ☐ Claims Nos.:  
because they relate to subject matter not required to be searched by this Authority, namely:
2. ☒ Claims Nos.: 1-153 and 156-178  
because they relate to parts of the international application that do not comply with the prescribed requirements to such an extent that no meaningful international search can be carried out, specifically:  
Please See Continuation Sheet
3. ☐ Claims Nos.:  
because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

## Box No. III Observations where unity of invention is lacking (Continuation of item 3 of first sheet)

This International Searching Authority found multiple inventions in this international application, as follows:

1. ☐ As all required additional search fees were timely paid by the applicant, this international search report covers all searchable claims.
2. ☐ As all searchable claims could be searched without effort justifying an additional fee, this Authority did not invite payment of any additional fee.
3. ☐ As only some of the required additional search fees were timely paid by the applicant, this international search report covers only those claims for which fees were paid, specifically claims Nos.:
4. ☐ No required additional search fees were timely paid by the applicant. Consequently, this international search report is restricted to the invention first mentioned in the claims; it is covered by claims Nos.:

Remark on Protest ☐ The additional search fees were accompanied by the applicant's protest.  
☐ No protest accompanied the payment of additional search fees.

## INTERNATIONAL SEARCH REPORT

International application No.  
PCT/US04/37820

Continuation of Box II Reason 2:

In these claims, numerous variables (e.g., X, n, R<sup>1</sup>, R<sup>2</sup>, R<sup>4</sup>, R<sup>5</sup>, etc.), their voluminous involved meanings, and their large number of permutations and combinations make it virtually impossible to determine the full scope for which protection is sought. As presented, the claimed subject matter cannot be regarded as being a concise description for which protection is sought and as such, the claims do not comply with the requirements of PCT Article 6. Thus, it is impossible to carry out a meaningful timely search on same. A search will be provided on the first discernable invention, which is the specie of claim 154 and claim 155.